

## **BOARD OF MANAGEMENT OF LAUNCESTON VFC SERVICES INC**

Minutes of a meeting held on Tuesday 27 June 2023 at the Boardroom, LVFC Offices, 56 Cimitiere Street, Launceston, commencing at 9.30am.

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**Present:** Board members: Carolyn Campbell-Wood (President), Glen Cornish (Vice-President), Fiona Vanderbeek (Secretary)

**In attendance:** General Manager (GM) – Kylie Bryan

**Apologies:** Kevin Goldsmith (Treasurer), Amanda McEvoy

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### **1. Meeting Opening:**

The President declared the meeting open at 9.30am noting a quorum was present.

### **2.1 Conflicts of Interest:**

A register of interests for Directors was tabled by the President. No conflicts of interest were declared with the meeting agenda. It was noted that the ARC does not require a separate written register.

### **2.2 Minutes of Previous Meetings:**

**2.2.1** *The Board resolved to accept the minutes of the Board Meeting of 26 April 2023 without amendment.* **Carried**

### **2.3 Action Register:**

The Action status of tasks were discussed with all tasks complete or in progress.

## **3 Strategic Planning:**

### **3.1 Chair's Report**

The President reported that work towards recruitment of new Directors is ongoing, with one potential applicant who hopes to progress her application by the AGM. A further advertisement will be placed on the AICD website.

In light of the current size of the Board and workload pressure on management, there was a discussion around the potential for reducing meetings to quarterly, plus a February strategy session. This will be further discussed and a decision made at the August board meeting.

There was a discussion around nominations for Board roles, which will be further discussed in August when nomination forms are required to be submitted for the AGM.

It was agreed that in the absence of Kevin Goldsmith and Amanda McEvoy for the next scheduled meeting of the ARC, this will be integrated with the August Board meeting.

#### **3.1.1 Leave of absence of Kevin Goldsmith**

It was noted that Kevin remains in hospital before expected transfer to the rehabilitation unit, with no timeline for his return to Board duties yet available. Assistance with travel to and from the hospital is being provided for Kevin's wife. In the interim, Glen Cornish will act in the role of Treasurer, in addition to Vice President, until the AGM.

#### **3.1.2 Directors' annual reviews**

The President is currently preparing a modified format for the annual reviews which will be circulated to Directors as soon as available.

**Action:** GM to send original Board recruitment advertisement to the President. President will circulate an amended version for comment before posting on AICD website

**Action:** President to prepare modified format for Directors' annual reviews and circulate when available

### 3.2 Association Report

The GM tabled her report and the following points were noted during the ensuing discussion:

- Current membership renewals are eighteen with a new membership request from Inga Cullen, a client of the organisation for four years.

#### ***The Board resolved to approve the application for membership received from Inga Cullen Carried***

- As noted previously, one potential board candidate has been identified but has currently deferred progress of her application due to ill health. She remains interested for the 2023/24 year and further contact will be made in August. It was agreed that a further advertisement should be placed on Seek in July.
- LVFC has been successful in the initial review of contract agreement for HACC funding. The review has resulted in significantly increased funding with discussion now underway to increase the assessment, client co-ordination and social support services targets. The increase in funding has budget implications which will be taken into account by the GM. Additional procedural requirements are also required as part of the new contract and these will be rolled out through staff training over the coming quarter.
- The CHSP was due to be replaced by a Support At Home Program in 2024-25 but this has been postponed until 2025-26. CHSP programs will now have continued funding until that time.
- COVID safety plans remain in line with the most recent public health releases. It is noteworthy that ATAGI and DOH now refer to vaccination being "strongly recommended" rather than mandatory. It was agreed that the ARC should review COVID requirements at their next meeting.
- Both DOH and HACC programs remain on schedule to achieve output delivery for the end of the financial year.

#### **3.2.1 Lease renewal – additional clause**

Metcash contacted LVFC on 2 June stating that they are seeking to insert a demolition and redevelopment clause in the lease. A proposed additional clause was sent to LVFC though this was subject to review by Metcash's lawyer and senior management team.

Glen Cornish had initially discussed the proposed clause with the GM and expressed particular concern regarding the potential for a significant rent increase should the building be demolished or renovated, together with the costs of relocation also needing to be paid by LVFC.

A follow up email to Metcash seeking further information has so far received no response, despite the lease being due for renewal on 30 June.

It was agreed that it will be necessary to seek legal advice regarding the wording and implications of the proposed clause before the lease can be renewed.

**Action:** GM to readvertise Board positions in Seek during July.

**Action:** GM to follow up with potential Board candidate in August.

**Action:** COVID requirements, particularly in relation to vaccination, to be reviewed by ARC at next meeting

**Action:** GM to seek legal advice regarding demolition and redevelopment clause.

### 3.3 Strategic Plan Review

#### 3.3.1 Mission and Values review

This has been placed on hold until October due to the impact of nomenclature changes in new government contracts.

**Action:** GM and Amanda McEvoy to produce final draft for discussion and approval in October

### 3.4 Board & Management Policy & Procedures

This document had been substantially reviewed and updated by the President and Secretary. It was agreed that the following four amendments to the document be made:

- Insertion of a whistle blowing clause to apply to Board members as it already does for staff
- Change references to ASIC to ACNC and Company Secretary to GM or Public Officer (page 6)
- Amend information on number of Board meetings to reflect Rules (page 8)
- Insert reference to Related Parties register

**The Board resolved to approve the Board & Management Policy & Procedures subject to the amendments listed** **Carried**

**Action:** GM to send staff whistle blowing policy to Secretary. Secretary to make required amendments and circulate updated copy.

## 4 Board Committee Reports

### 4.1 Audit and Risk Committee

4.1.1 Revised minutes of the ARC meetings held on 12 December 2022 and 20 February 2023 were accepted and signed by Glen Cornish, acting Treasurer/ARC Chair, on behalf of Kevin Goldsmith who chaired the meetings.

Minutes of the meeting held on 19 June 2023 were signed by the Chair.

4.1.2 The Financial report prepared by the GM for the ARC was tabled and it was agreed that the charts are useful and should remain.

**The Board resolved to accept the Financial Reports noting that the Association is able to pay its liabilities as and when they fall due.** **Carried**

4.1.3 The Compliance report prepared by the GM for the ARC was tabled and it was noted that the signature of contractual agreements had been accidentally omitted.

4.1.4 There was discussion as to the reduction of risk associated with loss of key personnel, which had been made due to progression with succession planning. It was agreed that the loss of premises will need to be included in future risk reports.

4.1.5 An ARC calendar of work is still in progress.

4.1.6 Minor changes to the wording in the Financial Delegations Policy regarding authority to enter into contracts were agreed to improve clarity.

**The Board resolved to approve the Financial Delegations Policy subject to minor changes to wording regarding contracts** **Carried**

**Action:** Secretary will amend wording and circulate final copy

**5. General Business**

**5.1 2023-24 budget**

There was discussion around depreciation, which is not included in the budget as it is a non-cash item. It was also noted that the preparation of the budget using MYOB does not allow for the inclusion of long service leave or capital replacement. It was agreed that the GM will make the following modifications to the budget:

- Include an allowance of \$12,000 for vehicle replacement
- Include an allowance for LSL
- Include an allowance for depreciation in June
- Show an increase in HACC funding to allow for capital expenditure

**Action:** GM to make recommended amendments to budget

**The Board resolved to approve the budget as modified by the GM** **Carried**

**5.2 Preparation for audit**

The GM confirmed the audit will commence in the last week of July. The register of interests and related party transactions will be made available to the auditor.

**5.3 GM Contract**

It was noted that the GM's contract will require renewal.

**Action:** President to follow up GM contract renewal

**6. Meeting Close**

Meeting closed at: 11.54am. The next meeting is scheduled for 9.30am on Tuesday 22 August 2023

**Signed as a true record:**

**President:** \_\_\_\_\_

**Dated:** \_\_\_\_\_