



**Wathaurong Aboriginal Co-operative
Annual General Meeting 2018-2019
Sunday 24 November 2019
Minutes**

Present: Mick Ryan, Judith (Judy) Dalton-Walsh, Doreen Griffiths, Kailami Jones, Malakie Jones, Jan McGilvray, Kiralee Hogema, Joleen Ryan, Kevin Bartlett, Sri Sarma (LBW), Maree Marston, Stacie Murphy, Helen Sullivan, Jo Chester, Naomi Surtees, Sue Tapping, Kay Edwards, Fiona Ryan, Wendy Brabham, Duane Luki, Aunty Margie Hayes, Naomi Edwards, Lisa Briggs, Eileen Smith, Fiona Schlenso, Ebony Hickey, Jayden Hickey, Craig Edwards, Jasmine-Skye Marinos, Kristi Watts, Megan Frazer, Hayley Couzens, Shane Clarke, Miranda-lee Farmer, Peter Farmer, Lyn McInnes, Joylene Walsh, Mark Edwards, Sandra Brogden, Kerrie Alsop, Liz Abrahams, Jessie Abrahams, Edmund Poliness, Marelle Lampton-Nicholls, Trevor (Reg) Abrahams, Jordan Edwards, Andrew Travis, Dylan Travis, Ricky Abrahams, Ian Young, Edel Conroy, Adam Lampton-Nicholls

Minute taker: Fiona Ryan

1. **Welcome** – Traditional Welcome to Country performed by Wadda-wurrung Traditional Owner, Jordan Edwards; with dance and smoking ceremony which has never been done before
2. **Respect Protocol** – 1 minute silence
3. **Apologies:** Aunty May Owen, Kristie Fraser-Lange, Daniel Walters, Stephen Walsh, Michael Thorne, Simon Thorne, Jackie Brown, Georgina Brown, Justine McCarthy, Ammie Howell, Patrick Tanner, Vicki Figg, Joel Hayes, Jessica Tapping, Joel Tapping, Sue Collins, Samantha Watts, Rhys Jeff, Shaun Coade, Lachlan Edwards, Tegan Edwards.
4. **Acceptance of Minutes**
 - a) 25th November 2018
 - **Craig Edwards noted the 3 actions from the previous minutes:**

Action 1: Community Meeting 17th December 2018: Questions and Answers on Annual Report

The Community Meeting was convened with AGM Report on the agenda however no further community questions or issues were tabled.

Action 2: Community Meeting Agenda – Discussion on Priority of Access Policy

This was not actioned however will need to be developed as a wider organisational policy as the Commonwealth Government have recently announced that they are only funding 15% of non-Aboriginal people utilising our services. We will be checking on the legal requirements in relation to developing the policy as part of our organisational risk mitigation processes.

Action 3: Board to review auditors for the financial period of 2019/2020 financial year

Craig Edwards noted the review doesn't reflect on current auditors LBW, and that as part of good governance we should review auditors.

Interest was gauged from 4 other firms – one had no response, one doesn't provide auditing services anymore, and two have indicated their interest. There is a formal process through our Rules and National Co-operatives Law Act which we are required to follow and the Finance, Risk and Audit Committee that is being established will be tasked with reviewing this.

- Mark Edwards asked that AGM minutes be mailed out when the request for nominations for the election of Wathaurong's Board Directors is advertised.

Subject to the amendment listed below, minutes accepted.

On page 2:

Statement of Financial Position – page 51

- Wathaurong properties increased in value by \$3,264,372 at 30th June 2018.

NOTE: All members present satisfied with amendments made to the 2018 AGM Minutes

Moved: Joleen Ryan

Seconded: Doreen Griffiths

Minutes Carried

5. Financial Report 2018-2019

Craig Edwards noted that Sripathy Sarma from our auditors LBW Chartered Accountants was present to answer members questions, with Wathaurong's Finance Manager, Kevin Bartlett to present the financial report. Kevin presented the Financial Report to the Community with the following noted:

Statement of Profit or Loss and Other Comprehensive Income

- Wathaurong's surplus for the 2018-2019 financial year was \$2,257. This is due to money spent on Community Engagement and the employment of Lisa Briggs and Edel Conroy.
- Lyn McInnes enquired about whether the cost of legal fees will be lower than the \$70,446 in the next financial year. Kevin Bartlett replied that Wathaurong engaged legal counsel from Ignatius (Iggy) Oostermeyer, and that Iggy advised the Board and that's reflected in the 2019 figures. Next financial year's legal costs are expected to be lower, possibly around \$30,000.
- Sandra Brogden asked if there was a Community Engagement line item. Kevin Bartlett responded that it's a part of Client Support Expense.
- Joleen Ryan enquired about the Employee Benefits Expense. Kevin Bartlett advised that it includes staff salaries and Long Service Leave.
- The Movement in Asset Revaluation Reserve is at \$355,541 and showed a positive movement in assets we own.
- The total comprehensive income for the year was \$357,798.

Statement of Financial Position

The Statement of Financial Position or Balance Sheet reports what we own (Assets), what we owe (Liabilities) and our net worth (Equity).

- Kevin noted that we hold a healthy cash position. We have \$7,512,266 in Cash and Cash Equivalents held in cash and term deposits as part of our Current Assets. Our Total Assets are \$25,372,178.
- Most of our Current Liabilities are made up of Unspent Grant Funds. Our Total Liabilities are \$7,404,106.
- Our Total Equity or our total net worth is \$17,968,072 which shows a healthy balance sheet. It also means that Wathaurong Aboriginal Co-operative is a solvent organisation which means we can pay our debts when they fall due.

Independent Auditor's Report to the Directors of Wathaurong Aboriginal Co-operative Limited

Kevin noted that the auditors LBW stated that:

In our opinion, the accompanying financial report of Wathaurong Aboriginal Co-operative Limited has been prepared in accordance with the provisions of the Co-operatives National Law Application Act 2013 (Victoria), including:

- (i) giving a true and fair view of the co-operative's financial position as at 30 June 2019 and of its financial performance for the year then ended; and
- (ii) that the financial records kept by the co-operative are such as to enable financial statements to be prepared in accordance with accounting policies described in Note 1.

Kevin also shared from the financial statements Note 16. Events after the balance sheet date

On July 24th 2019 the Co-operative entered into a contract to purchase land and premises at 18 Rodney Rd North Geelong for an amount of \$450,000 (ex GST). This purchase will enable the expansion of our Wathaurong Glass business which is located at 16 Rodney Rd North Geelong. Settlement date for the property is October 22nd 2019.

- Craig Edwards asked if there were any questions about the financial report.
- Lyn McInnes enquired about houses; how many properties does Wathaurong have? Craig responded that Wathaurong have 22 properties. Lyn asked about a property as it's rumoured to be sold in the future. Mick Ryan replied that there's no plan to sell.
- Lisa Briggs advised that all properties are being reviewed, we just finished an assessment from AHV and need to consider this moving forward.
- Craig Edwards stated that we as landlords have an obligation that our properties are maintained, in previous years the properties have been neglected. We have plans to put our mob into proper housing.
- Andrew Travis stated that Drugs & Alcohol attributes to housing issues as well. Lisa Briggs asked if Andrew was referring to there being a need for a Alcohol & Other Drugs (AoD) residential. Andrew answered yes. Fiona Schlensoeg advised that we've always referred to Melbourne as locally we don't have an AoD residential services. Lisa added that there's no AoD residential program, but Wathaurong have AoD services. Wilkins Close was previously used and needs to be changed back to an AoD residential.

Action: AoD residential program to be developed.

- a) Adoption of audit report for financial year 2018-2019;

Moved: Lyn McInnes

Seconded: Mark Edwards

Motion Carried

- b) Confirmation of auditors for 2018-2019

- Wathaurong Aboriginal Co-operative will remain with LBW Chartered Accountants.

Moved: Ebony Hickey

Seconded: Fiona Schlensoeg

Motion Carried

6. AGM Report 2019

Craig Edwards asked the Community to take a moment to read through the AGM Report 2019 and advised that the Community will receive the professionally published version in the mail.

Craig Edwards then asked if there were any questions.

- Joleen Ryan asked that members get the Annual Report before the AGM is held, possibly by email, so we can read it beforehand. Craig Edwards replied that Joleen was right and that we want to get the Annual Report out beforehand, will make it accessible from Wathaurong's website like the AGM minutes.

- Lyn McInnes asked to hear a summary of the Annual Report from the Chairperson and CEO.
- Craig Edwards read from his Chairperson's Report, Organisational Restructure: As part of the board's governance oversight we requested an organisational review be conducted to assess whether the organisation has the appropriate effective and current risk management controls as well as systems and processes in place to ensure that Wathaurong delivers on its purpose. This was carried out by assessing 25 independent reports provided by government, accreditation agencies, regulators and auditors between 2016 and 2019. These independent reports were then analysed against universal Risk Management Tools against four initial key areas based on information available: Governance, Strategic, Operational, Financial. The findings from the organisational review between 2016 and 2019 has demonstrated that Governance oversight processes need to be strengthened with 10 identified risks, 5 Strategic risks, operations demonstrated 6 catastrophic risks, whilst there were 11 financial risks relating to systems and performance. The board has faced significant challenges and made the necessary decisions and changes to reduce the identified risks over the course of this financial year. The Board will continue to monitor and review our internal controls and processes through the implementation of a Risk Mitigation Plan 2020 as part of the board's strategy to increase integrity and accountability. This will be achieved through the strengthened flow of information to the Board by Senior Management that assists in our decision making, increases transparency and accountability whilst stabilising Wathaurong's operations and that we continue to deliver our purpose to our Aboriginal community.
- Craig Edwards thanked his fellow Board members, he noted that his journey will continue and that he made a commitment to see it out, particularly the restructure as we've made a commitment to fully roll it out with our CEO Lisa Briggs and Senior Management. He apologised for the frustrations as there were issues inherited from the previous Board and this has put up blocks. One of his father's dying wishes was to get the Co-operative back into Community hands. Craig's thankful for the patience of Community and CEO but he gave special thanks to the Board; he added that had the Board not stepped in when they did, Wathaurong would be down a path which would have brought it into administration. Craig also noted that the Board have appointed Lisa Briggs for another 12 months by contract, to roll out the restructure.
- Lisa Briggs referred to her CEO's Report, Wathaurong 2018/2019 Achievements: Wathaurong continues to provide high quality services to our local Aboriginal members and community and I would like to share some of the highlights for 2018/2019: 22 Wathaurong community events with 3060 participants attending; Colac Gathering Place received the Colac Otway Mental Health Award for Community Organisations; Wurdi Youang registered an application to receive Indigenous Protected Area status; Family Service achieved 80% of transitioning kids in Out of Home Care from DHHS to Wathaurong and implemented a new reunification program which brought together a mum and her three children; DHHS unborn notifications will now be sent to ACCO's such as Wathaurong; Wathaurong Health Service as reported by the Australian Institute of Health and Welfare (AIHW, 2018) on our Maternal and Child Health, Preventative Health and Chronic Disease Management performed above the national and Victoria State averages reinforcing our culturally appropriate and high quality service model.
- Lisa Briggs added that on the last point the results reported from AIHW were at a national and state level, and Wathaurong performed better than any other Aboriginal Community Controlled Organisation.
- Lyn McInnes personally would like to thank the Board, specifically Craig and also CEO Lisa Briggs. Lyn then made a recommendation about Wathaurong's logo designer Colin Mcgee, as the artist he should be acknowledged. She added that there is a story behind the logo, possibly that the lines represented the clan groups of members who are a part of our organisation, but Colin would need to clarify it. Craig Edwards agreed that we will try to contact him and get the story behind our logo.
- Amendment requested:
 - Joleen Ryan noted that under Statement of Cash Flow it should be 2019 not 2018.
 - Fiona Schlensog asked to include the Salvation Army under Our Partners.
- Craig Edwards called for a mover and seconder of the AGM Report 2019.

That the members accept and endorse the presented AGM report 2019.

Moved: Kiralee Hogema

Seconded: Fiona Schlensog

Motion Carried

7. Election of Directors by Paper Ballot (three vacancies)

Craig Edwards advised that we received two nominations for the three vacancies advertised. Due to only receiving two nominations an election by paper ballot is not needed. Two nominations were received unopposed and duly elected for the next two years:

- Craig Edwards
- Mick Ryan

This leaves a casual vacancy on the Wathaurong Board that will be filled at the next scheduled Board meeting as per the Constitution.

- Craig Edwards referred to the casual vacancy on the Board of Directors, that they have been out there encouraging people to fill that vacancy. He would like someone who has Board experience but certainly there is governance training available. You must be a Wathaurong member but not a staff member. Joleen Ryan added that you can't be related to a current Board member either.
- Andrew Travis asked if you're on the Wathaurong Board, can you hold a position on other Boards? Craig Edwards replied yes, you can be a Wathaurong Director and hold a position on other Boards.
- Lyn McInnes enquired if the Board will be reviewing the Co-operative's model rules. Craig Edwards responded with yes, our Constitution will be reviewed by the Board and brought back to Community for consultation.
- Kay Edwards spoke about Wathaurong's 40th Anniversary Celebration and suggested that it would be good to acknowledge Wathaurong's logo designer Colin Mcgee, as he has gone a long time without recognition. Craig Edwards agreed that we will try to contact him and invite him to our 40th Anniversary Celebration.
- Craig Edwards brought up a comment that was on Facebook about postal election ballot and stated that it's a flawed process and a mainstream driven process; Craig added that if you want to be part of voting come to the Co-operative as it is the voting process set out in the constitution. The constitution does say that to change the ballot process it needs to go through Community.
- Lisa Briggs added that for the Constitution to be changed requires proper process; it must go to an SGM which is done before the AGM so it can be signed off at the AGM. Lisa also brought up that snail mail isn't quick enough to communicate with members. She suggested that a request could be sent out to members for them to update their contact details, including their mobile phone contact or email address so members can receive instant notifications and correspondence; we are also looking into developing an App to better communicate with members.

Action: The Board are to review the Co- operative's Constitution with Community consultation; and will hold an SGM prior to next year's AGM as part of that process.

8. Meeting closed

The Chairperson, Craig Edwards thanked all for attending today. Craig thanked the Board, Lisa, Senior Management Team and staff, and called the meeting closed at 1:37pm.