

MINUTES OF ANNUAL GENERAL MEETING

Held on Thursday 17 October 2019
The Shed, PHCC
58 Sutton Street, Mandurah

The Chairman opened the meeting at 11.05am. She acknowledged that the meeting was being held on the traditional land of the Bindjareb people and paid respects to their Elders past and present.

1. Attendance

Present:

Caroline Knight	Chairman
Jan Star AM	Deputy Chairman
Marilyn Gray	Treasurer
Paddi Creevey OAM	Secretary
Bob Pond	Executive Committee (DWER)
Darralyn Ebsary	Community Member
Sue Fyfe	Community Member
Andy Gulliver	Community Member
Howard Mitchell	Community Member
Amanda Willmott	Community Member
Cr Eliza Dowling	Local Govt Member Proxy (Inland)
Mark Cugley	DBCA
Andrew Ward	PDC
Suzanne Brown	Water Corporation – Observer

In Attendance:

Jane O'Malley	Chief Executive Officer
Andrew Del Marco	Program Manager Land Conservation [from 11.12am]
Melanie Durack	Program Manager Hotham Williams
Steve Fisher	Program Manager Science & Waterways
Karen Henderson	Manager Finance & Payroll
Patricia Sutton	Manager Corporate Services (Minutes)
Kim Wilson	Special Projects Officer
Leanne Greene	Office Manager & Executive Support

Apologies:

Rob Summers	DPIRD
Cr Stephen Lee	Local Govt Member Proxy (Coastal)
Scott Haine	DPLH (Peel) – Observer

2. Confirmation of Minutes of Annual General Meeting held on 18 October 2018

Moved: Howard Mitchell

Seconded: Bob Pond

That the Minutes of the Annual General Meeting held on 18 October 2018 be confirmed as a true and correct record of the meeting.

CARRIED

2.1 Business Arising from Previous Minutes

Actions arising from AGM of 18 October 2018

No.	Details	Responsible	Complete
1.	Item 5 Treasurer's Report [AGM 18 October 2018] <i>ACTION: Convey thanks to Jacqui Shardlow and Jarred King from the City of Mandurah for their efforts in providing the necessary information to enable PHCC to complete our monthly payroll obligations.</i> <i>UPDATE: Jacqui Shardlow and Jarred King from the City of Mandurah were invited to the PHCC End of Year celebration.</i>	Jane O'Malley	COMPLETE
2.	Item 6.1 Extension of expiring terms [AGM 18 October 2018] <i>ACTION: That the PHCC note the resignation of Cr David Smart (Proxy Local Government Inland Representative) and operate without a proxy for the upper catchment Local Government position, until the next round of Local Government appointments (after October 2019 Local Government elections).</i>	Jane O'Malley	COMPLETE
3.	Item 6.2 Ratification of New Members [AGM 18 October 2018] <i>MOTION:</i> <i>That:</i> <i>1. Amanda Willmott be offered a Community Member position on the Board of the PHCC.</i> <i>2. The remaining two applicants be notified of the decision, thanked for their nominations, and be encouraged to apply again in the future.</i>	Jane O'Malley	COMPLETE
4.	Item 9 Confirmation of Agency Members [AGM 18 October 2018] <i>ACTION: A letter be sent to Leon Brouwer accepting his request to stand down as a DWER representative for PHCC. Also acknowledge Leon's long term support for the PHCC and the work we do.</i>	Jane O'Malley	COMPLETE
5.	Item 12.2 Conflicts of Interest [AGM 18 October 2018] <i>That the PHCC:</i> <i>1. Acknowledge that the Governance Steering Committee have reviewed the Conflicts of Interest Table for 2018 and accept the Register, as being a correct record of potential conflicts and that those potential conflicts are being appropriately managed,</i>	Jane O'Malley	COMPLETE

	<p><i>as required in clause 4.1.1 of the Conflicts of Interest Policy; and</i></p> <p><i>2. Note that modifications to the Conflicts of Interest Register will be introduced for the 2018/19 records, including details of when a declaration is made (what meeting, item number, description and what action was taken to remove the conflict); and category of conflict (e.g. proximity, impartiality, financial etc.).</i></p>		
6.	<p>Item 13 Constitution – Endorsement of modifications for lodgement to the Constitution with the Commissioner of Mines, Industry Regulation and Safety Consumer Protection</p> <p><i>MOTION:</i></p> <p><i>That the PHCC:</i></p> <p><i>1. Accept the changes to the Constitution as conforming with the requirements of the Associations Incorporation Act, and the needs of the PHCC, and endorse lodging the modifications to the Constitution with the Commissioner of Mines, Industry Regulation and Safety Consumer Protection, via Associations Online, to comply with the requirements of the Act; and</i></p> <p><i>2. Thank David Prattent of the City of Mandurah for his assistance in reviewing the PHCC Constitution.</i></p> <p><i>UPDATE: Thank you card sent to David Prattent.</i></p>	Jane O’Malley	COMPLETE
7.	<p>Item 14 Appointment of Auditor for forthcoming year [AGM 18 October 2018]</p> <p><i>That PHCC engages AMD as auditors for the forthcoming year.</i></p> <p><i>UPDATE: AMD were engaged as auditors for the 2018/2019 financial year.</i></p>	Jane O’Malley	COMPLETE

2.1 Business Arising

Nil

3. Chairman’s Report 2018 – 2019 Caroline Knight, Chairman

The Chairman, Caroline Knight expressed thanks to CEO Jane O’Malley, Board Members, staff and the community for their contributions for the year. She presented her report for the 2018 – 2019 year:

Message from our Chair

As we move into Kambarang Season we reflect on another huge year for the PHCC, our community and of course our magnificent Catchment.

My first year as Chairman has been a pleasure. With the support and guidance of our Board, CEO, staff and colleagues we continue to kick goals and I am so proud of what we have achieved. Our Board continues to provide strategic direction and overarching governance that has resulted in a 5th year of unqualified audit. We hit the ground running to successfully deliver the first year of our Regional Landcare Partnership tender with the Australian Government, a huge effort. We have welcomed several new members to the team and

are now working out of Mandurah, Waroona and Boddington. Our staff are fabulous and deserve recognition for their professional, tireless work and unrelenting support for our community.

Special thanks need to go to our community. To the hundreds of volunteers who give their time freely to help protect and preserve our Catchment – to you all a huge thank you. To our partners at all levels, thank you, we have been able to expand and diversify our work programs across a larger footprint and plan more strategically over longer delivery timeframes. I am particularly pleased to see work programs in the upper catchment grow from strength to strength, as well as our role in supporting our farming community.

We continue to face the challenge of a changing climate as well as issues such as the proposed Point Grey Channel. We will continue to be a voice for our community and environment and our advocacy, will always be based on strong science and evidence because a healthy economy and social prosperity relies on a healthy biodiverse environment.

There are too many highlights to mention! Please enjoy reading the collective achievements of our 2018-19 year.

Caroline Knight
Chairman

Moved: Darralyn Ebsary Seconded: Marilyn Gray

That the Chairman's Report for 2018- 2019 be accepted.

CARRIED

4. Treasurer's Report and Presentation of Financial Statements

The Treasurer, Marilyn Gray, spoke to her report:

Take a bow everyone, we are kicking goals! We have come a long way in the last 19 years and we should be proud of our efforts. In 2001 Jan pulled out \$10 from her purse and she and I opened the first PHCC bank account. By 2009 we had grown our bank account to \$1,056,000. We then had to ride out those turbulent years from 2009-2012 when government goal posts shifted and nearly saw our demise – but we are a resilient lot and with support (thank you PDC, the City of Mandurah, Bob & the whole Board and staff) we rode out those years and we now have risen like a Phoenix from the Ashes! On July 1, 2014 we became Australia's 55th Region, no small feat!

In 2018 we secured the 5th highest Regional Land Partnerships across Australia (\$12,033,145) thanks to our awesome staff, under the strategic guidance of the Board. And now, in 2018-2019 we have our record closing bank balance of \$5,536,000. A remarkable achievement, showing how a shared vision, hard work and very, very determined people can come together to really make a change.

With this, I am very pleased and extremely proud to present the 2018-2019 Financial Statements of the PHCC to the Annual General Meeting:

- 1. Management Report prepared by AMD Chartered Accountants.*
- 2. Financial Statement for year ended June 30th, 2019 which includes:*
 - a. Balance Sheet*
 - b. Profit & Loss*
 - c. Statement of Cash flow*
 - d. Statement of Changes in Equity*
 - e. Notes to the Financial Statement*

f. *Statement by Members of the Committee*

g. *Auditor's Independence Declaration*

h. *Independent Auditors Report.*

Financial management of our projects this year has been very similar to past years, with the exception of the new Regional Land Partnerships projects, where we have transitioned to receiving our funding in arrears on delivery of completed Work Service Orders. The decision to be somewhat conservative with our investment strategies has seen a lower interest return on project funds; however by June 2019, it was realised that cash-flow hasn't been impacted as first thought with the diversified funding we receive across our suite of projects.

Projects closed during the year:

- 7300 – State NRM Capacity in the Hotham Williams [\$100,333]
- 7500 - State NRM Waroona NRM & Fire Recovery [\$120,346]
- 7890 – State NRM HRRT Saving the Marron in Harvey River [\$100,300]

New Projects started and carried forward to new financial year:

- 5400 – Smartfarms Partnerships [\$90,000 to March 2022]
- 7700 – Water Towers Art Project [\$100,00]
- 9800 – Regional Land Partnership Program – Core Services [\$2,383,737 to 30 June 2023]
- 9830 – Regional Land Partnership Program – Ramsar Wetlands [\$4,996,221 to 30 June 2023]
- 9840 – Regional Land Partnership Program – Banksia Woodlands [\$1,401,428 to 30 June 2023]
- 9850 – Regional Land Partnership Program – Numbat Neighbourhood [\$2,174,505 to 30 June 2023]
- 9860 – Regional Land Partnership Program – Greening Farms [\$1,078,254 to 30 June 2023]
- 9870 – State NRM CSG18127 Land4Wildlife [\$80,032 to May 2020]
- 9880 – State NRM CSG18059 Lake McLarty [\$350,859 to April 2022]
- 9890 – SWCC 051.RA.5671 – Implementing Community Questionnaire in PH NRM Community [\$10,000 to 15/01/2020]
- 7995 – HRRT Peel-Harvey Estuary Grant [\$150,000 to May 2021]

Projects which require annual audit of Financial Statements have been completed. Audited Financial Statements were forwarded to the relevant Funding Body on 2nd September 2019.

General Information:

1. **Bendigo Bank Sponsorship:** *PHCC applied to the Halls Head Community Bank for sponsorship and was granted a \$3,000 to upgrade "The Shed". The funds enabled us to install a kitchen sink with access to cold water and a Hot/Cold Drinking water unit in The Shed. With these added features, Staff, Board and Community Groups who use the facilities, especially after hours, have very much welcomed the improvements. I would like to acknowledge Bendigo Bank for their valued support and financial contribution.*
2. **Peel CCI Business After Hours:** *The Board decided to host a Peel CCI Business After Hours event on 29 March. The aim of this was twofold: (i) to introduce PHCC to the business community by showcasing the range and scope of our work, and (ii) to provide a snapshot of the economic and business benefits of having a thriving environmental organisation working in the region. The event was a huge success with over 60 people in attendance on the Night and from this event, we have connected with new businesses in our region. Thank you goes to Pat Sutton for assisting me in the organising of this event.*



Economic Value



- 64 projects over 10 years = \$22,265,124 = **\$77,927,934**
- 17 projects over next 5 years = \$17,300,000 = **\$60,550,000**



17.7 FTE - 23
18 live in the
Peel Region
(\$1.4 million
salary local)



3. **Payroll:** During 2018/19, PHCC transitioned to Single Touch Payroll to meet ATO requirements. With this added workload to ensure PHCC was compliant, I would like to acknowledge City of Mandurah, and in particular, Jacqui Shardlow and Jarred King, for their continued support in the management of PHCCs payroll ensuring that all reporting and liability payments to the ATO and Superannuation funds are met in a timely manner.
4. **Credit Card Facility:** With the new Organisation Structure and growth in Project Delivery evolving, a review of credit card facility and cardholders was carried out by the Finance & Audit Committee. From this review, it was recommended and endorsed by the Board that the line of credit be increased to \$15,000 with additional cardholders and monthly card limits updated. I would like to thank Jessica Cummins, PHCCs ANZ Business Manager, for her assistance to have the credit approved and card management. Jess has also worked with Karen and me to gain best interest rates possible for our Term Deposit so please accept our sincere thanks.
5. **Project Funding:** We continue to strive to secure much needed project funding from all levels of Government and our Industry Partners, and this year was no exception.

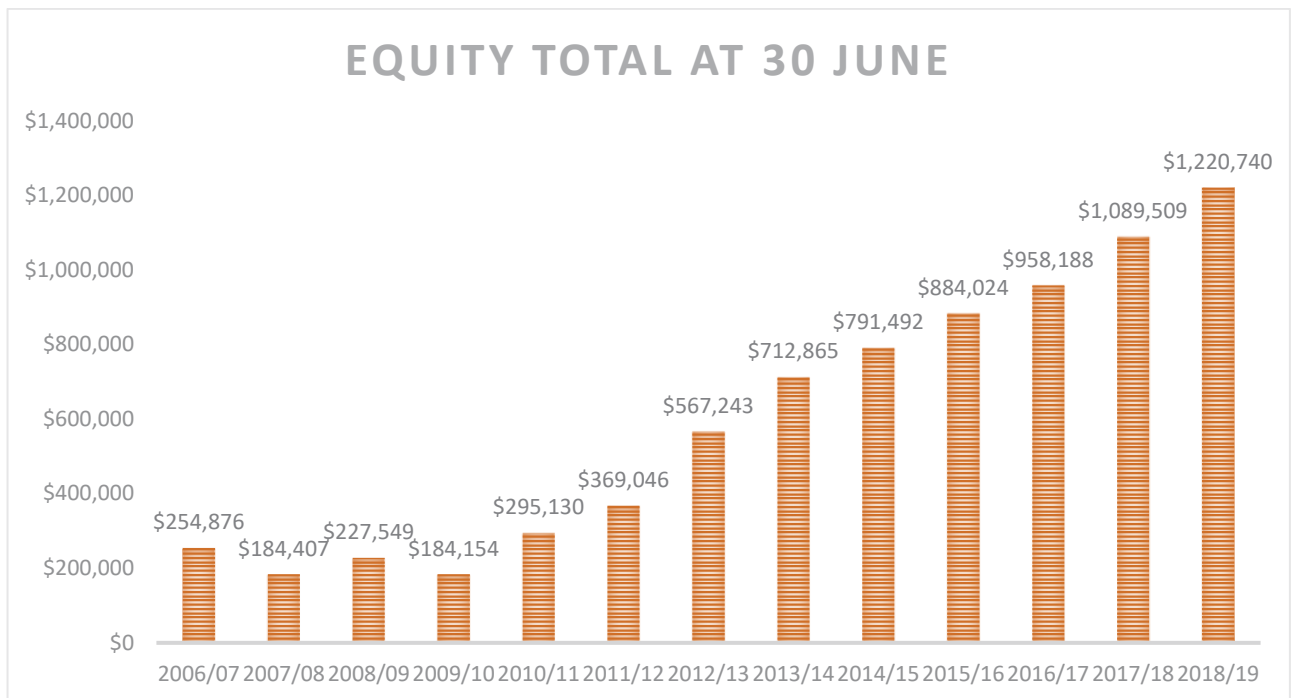
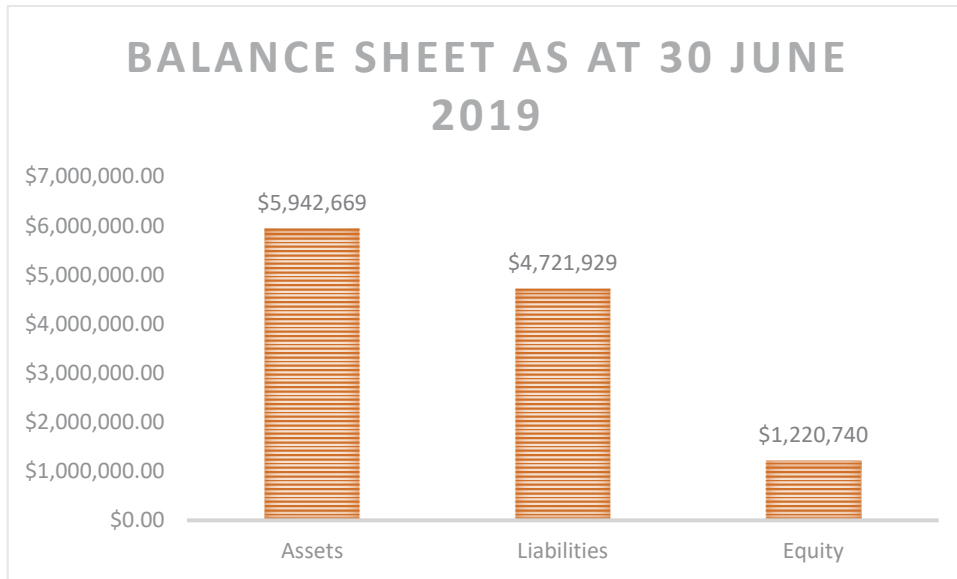
Funding Source	\$	%
Federal Government	2,452,442	73%
State Government	284,380	8%
Local Government	155,000	5%
Industry	434,201	13%
Other	42,893	1%
Total	3,368,916	100%

At the close of 30 June 2019, the Unspent Project funds held in Liabilities was \$3,806,938 which has resulted in us comfortably investing \$1,000,000 of those funds in a Term Deposit account for 6 months.

6. The Organisation's equity increased by \$131,231, resulting in an end of year balance of \$1,220,740. This result was \$90 less compared to last year, so we have continued to maintain a steady growth in equity.

The distribution of retained funds to be carried forward at 1 July 2019 is set out below:

PHCC Support	\$113,100.72
PHCC Remuneration	\$0.00
Asset Replacement – Vehicle	\$13,130.00
Asset Replacement – IT	\$5,000.00
Asset Replacement – Equipment	\$0.00
Total Retained Equity:	\$131,230.72



The financial reports and graphs above demonstrate that the PHCC is in a sound financial position and able to meet all current and future projected liabilities. The auditors have acknowledged the sound internal financial control environment present at Peel-Harvey Catchment Council Inc.

I can confirm that due to the high quality of financial reporting and supporting reconciliations provided to the Auditors, which correctly supported all year ending balances, there were no audit adjustments or recommendations arising from the 30 June 2019 audit. It was very pleasing that the auditors commented that "there are very few audits undertaken by us which result in no recommendations which is a credit to the commitment and preparedness of Jane, Karen and the team in achieving such an audit result".

The auditor's opinion was that:

"Our audit report for 30 June 2019 is unqualified with our opinion stating the financial report presents fairly the financial position of the Peel-Harvey Catchment Council Inc. We are pleased to report our audit procedures indicated financial records have been maintained to high standards throughout the audit period."

I would like to once again acknowledge the invaluable contribution made by our Finance Manager Karen Henderson, and the professional assistance of Chief Executive Office Jane O'Malley and Corporate Services Manager Patricia Sutton.

To all project officers, my sincere thanks for your unstinting efforts in adhering to guidelines and contract requirements in respect of our project funding. And to the Finance & Audit Committee members, thank you for your support and advice.

Last but not least, my heartfelt thank you to my fellow Bank Signatories Jan Star, Andy Gulliver, Caroline Knight and the late Michael Shultz for assisting me with the authorisation of online Banking and cheque approvals during the year. The many hours of volunteer work you have provided during the financial year have not gone unnoticed and your commitment to enabling PHCC to pay Suppliers in a timely manner is very much appreciated by all concerned. We welcome Amanda Willmott and Sue Fyfe to the Signatory Delegation in 2019/20.

Marilyn Gray

Treasurer

[Andrew Del Marco entered the meeting at 11.12am during the Treasurer's Report]

Marilyn thanked Karen Henderson for her huge efforts throughout the year. Karen responded, acknowledging the contribution from staff.

Jane presented Marilyn with a certificate from the Commonwealth Bank Not for Profit Treasurers' Awards, recognising the contribution to the Australian community by Marilyn in her position of Treasurer of PHCC.

Moved: Jan Star Seconded: Howard Mitchell

That the Treasurer's Report and 2018 – 2019 Financial Statements be received.

CARRIED

5. Australian Charities and Not-for profits Commission (ACNC) Annual Report

The ACNC report will be presented at the December 2019 meeting.

At this point in the meeting, the Chairman stepped aside and Bob Pond took the Chair. Caroline Knight, Paddi Creevey, Sue Fyfe, Darralyn Ebsary and Howard Mitchell left the meeting.

6. Membership and Ratification of New Members

Bob Pond reported that a selection panel was convened, comprising of himself, Rob Summers (DPIRD) and Robyn Andersson (Chair of Friends of Rivers Boddington) who was selected as the prominent community person.

It was noted that Jan Star had tendered her resignation as community member. Her term was due to expire in 2021, therefore her Community Member position became vacant.

There were eight Community Member vacancies available to be filled on the PHCC Board. Vacancies were advertised on the PHCC website Latest News, Facebook and in the Boddington Community News. Seven nominations were received.

Bob collated the individual assessments and the results were unanimous. All nominees were deemed suitable for Community Member positions. Bob gave an overview of the seven applicants' backgrounds.

It was agreed to stagger the terms to fill positions in the two membership groups which were endorsed at the 2018 AGM. Jane explained the two group system. See Clause 6.1.1 from the PHCC Constitution below:

Through the selection process not less than 7, nor more than 10, Community members will be appointed for a 4 year term with appointments timed so half the Community Members are required to resign in pre-determined two year cycles that coincide with the Annual Meeting.

Andy Gulliver said that possibly seven members could be retiring over the next four years and he asked if any succession planning was in place. Suzanne suggested a skills matrix could be commenced to assist in two years' time.

Moved: Bob Pond Seconded: Marilyn Gray

That:

- 1. The following seven nominees be invited to join the PHCC Board as Community Members:***
 - a. Caroline Knight (term 4 years, to October 2023)***
 - b. Paddi Creevey (term 4 years, to October 2023)***
 - c. Sue Fyfe (term 4 years, to October 2023)***
 - d. Darralyn Ebsary (term 4 years, to October 2023)***
 - e. Howard Mitchell (term 2 years, to October 2021)***
 - f. David Prattent (term 4 years, to October 2023)***
 - g. Claire Reid (term 2 years, to October 2021)***
- 2. Members' terms be staggered (as shown above and on attachment) to balance the number of vacancies in any given period.***
- 3. The remaining vacancy be held with a view to co-opting an additional member should an exceptional candidate be identified.***

CARRIED

Caroline Knight, Paddi Creevey, Sue Fyfe, Darralyn Ebsary and Howard Mitchell returned to the meeting.

Bob Pond advised the returning members of the backgrounds of the new members, David Prattent and Claire Reid. A copy of the matrix is attached to these minutes.

7. Election of Office Bearers (Executive Committee)

Bob Pond conducted the election process.

7.1 Chairman

Bob Pond called for nominations for the position of Chairman.

Paddi Creevey nominated Caroline Knight seconded Darralyn Ebsary. Caroline Knight accepted the nomination. No further nominations were received. **Caroline Knight** was elected unopposed and accepted the position of Chairman of the PHCC. All in favour.

7.2 Deputy Chairman

Bob Pond called for nominations for the position of Deputy Chairman.

Paddi Creevey nominated Darralyn Ebsary, seconded Howard Mitchell. Darralyn Ebsary accepted the nomination. No further nominations were received. **Darralyn Ebsary** was elected unopposed and accepted the position of Deputy Chairman of the PHCC. All in favour.

7.3 Secretary

Bob Pond called for nominations for the position of Secretary.

Jan Star nominated Paddi Creevey, seconded Darralyn Ebsary. Paddi Creevey accepted the nomination. No further nominations were received. **Paddi Creevey** was elected unopposed and accepted the position of Secretary of the PHCC. All in favour.

7.4 Treasurer

Bob Pond called for nominations for the position of Treasurer.

Howard Mitchell nominated Marilyn Gray, seconded Darralyn Ebsary. Marilyn Gray accepted the nomination. No further nominations were received. **Marilyn Gray** was elected unopposed and accepted the position of Treasurer of the PHCC. All in favour.

Moved: Andy Gulliver

Seconded: Howard Mitchell

That the existing Executive Committee, as nominated, be ratified.

CARRIED

The newly elected Chairman, Caroline Knight, took the Chair

8 Election of Executive Committee Member (Representative)

Andy Gulliver nominated Bob Pond, seconded Sue Fyfe, for the position of Executive Committee Member. Bob Pond accepted the nomination. No further nominations were received. **Bob Pond** was elected unopposed and accepted the position of Executive Committee Member of the PHCC. All in favour.

Moved: Andy Gulliver Seconded: Sue Fyfe

That Bob Pond be elected to the Executive Committee.

CARRIED

9. Confirmation of Agency Members

The following agencies are represented on the PHCC

- 9.1 DPIRD
- 9.2 DBCA
- 9.3 DWER
- 9.4 DWER
- 9.5 PDC (Peel Development Commission)
- 9.6 DPLH (Planning - Peel) - Observer
- 9.7 Water Corporation – Observer

Moved: Marilyn Gray Seconded: Andy Gulliver

That the agencies, and the people representing those agencies, be endorsed as Agency Members and Observers of the PHCC.

CARRIED

10. Ratification of Project/Program Steering and Organisational Sub-Committees

10.1 Project/Program Steering Committees

Steering Committee membership was discussed and the following was supported:

- Hotham – Williams:
 - Chairman - Darralyn Ebsary
 - Member - Eliza Dowling
- Agriculture:
 - Chairman - Andy Gulliver (to be confirmed)
 - Members - Marilyn Gray, Paddi Creevey, Rob Summers and Darralyn Ebsary
- Science:
 - Chairman - Rob Summers
 - Members – Bob Pond, Sue Fyfe, Amanda Willmott, Andrew Ward and Peter Hick (guest)
- REI:
 - Chairman to be confirmed
 - Members – Bob Pond, Howard Mitchell, Rob Summers, Mark Cugley and Suzanne Brown
- Waterways (Ramsar, Alcoa Foundation, Rivercare):
 - Chairman - Bob Pond
 - Members – Marilyn Gray, Howard Mitchell, Rob Summers and Mark Cugley
- Community Engagement:
 - Chairman – Caroline Knight

- Members – Bob Pond and Paddi Creevey
- Land Conservation:
 - Chairman – Paddi Creevey
 - Members – Sue Fyfe and Amanda Willmott

Moved: Bob Pond

Seconded: Howard Mitchell

That the Project / Program Steering Committees be ratified as presented, noting that any new member/s would be provided the opportunity to volunteer for Steering Committees at a subsequent meeting (requiring future ratification).

CARRIED

10.2 Organisational Sub-Committees

- Finance and Audit Committee:
 - Approach David Prattent
- Governance:
 - Chairman – Sue Fyfe
 - Members – Paddi Creevey to stand down and invite David Prattent
- Aboriginal Participation:
 - Chairman – Howard Mitchell
- Prioritisation:
 - Leave as is. May approach others, depending on the subject being discussed.

Moved: Paddi Creevey

Seconded: Amanda Willmot

That the Organisational Sub-Committees be ratified as presented, noting that any new member/s would be provided the opportunity to volunteer for Organisational Sub-Committees (requiring future ratification).

CARRIED

11. Ratification of External Committee Members (Board)

Jane suggested that membership of External Committees be discussed with our new Community Members. She asked members present, to review their representation on External committees and to advise their preferences.

Darralyn Ebsary said that she was happy to be the Conservation Council WA (CCWA) representative and Sue Fyfe nominated to be the proxy member. There was a CCWA conference coming up on 23 November and Darralyn would be happy to attend.

ACTION: Patricia Sutton to advise CCWA of our new representatives and to forward information regarding the November conference to our new representatives.

Moved: Bob Pond

Seconded: Marilyn Gray

That Darralyn Ebsary be the PHCC representative on the CCWA and Sue Fyfe be the proxy PHCC representative.

Moved: Bob Pond

Seconded: Marilyn Gray

That:

- 1. Board representation on External Committees be noted as presented**
- 2. Members (including new Members) be provided the opportunity to nominate to be the PHCC representative on External Committees, at the December meeting.**

CARRIED

Note: The CEO has delegated authority to ratify the Staff representation.

12. Governance Steering Committee Report

The Minutes of the Governance Steering Committee meeting held on 29 August 2019 were presented.

Moved: Paddi Creevey

Seconded: Howard Mitchell

That the Minutes of the Governance Steering Committee Meeting held on 29 August 2019 be received and acknowledged.

CARRIED

12.1 Risk Management Plan

Jan Star said it was a very thorough plan. Jane added that an action for the Governance Steering Committee was to look at more robust strategies around the management of lost Intellectual Property (IP), relationships, knowledge and experience if any staff or Board members were unexpectedly and suddenly unable to do their jobs/roles, with little or no handover to successive persons.

The issue of insurance was also discussed by the Governance Steering Committee.

Moved: Marilyn Gray

Seconded: Sue Fyfe

That the Board acknowledge the review of the status/progress against risk management strategies, as presented, as appropriate to adequately manage the risks of the PHCC, but noting the Steering Committee will work with the CEO to put in place strategies to protect the organisation if the PHCC unexpectedly lose key personnel (staff or Board).

CARRIED

12.2 Conflicts of Interest

Moved: Paddi Creevey

Seconded: Bob Pond

That the Board acknowledge the review and report of the Conflicts of Interest Register by the Governance Steering Committee and reiterate the Steering Committee's satisfaction that potential conflicts have been declared, and are appropriately managed, as detailed against each prescribed conflict.

CARRIED

12.3 Gifts and Benefits

Moved: Paddi Creevey

Seconded: Bob Pond

That the PHCC acknowledge that the Governance Steering Committee have reviewed the Gifts and Benefits Register and accept that the Register is being maintained appropriately (in accordance with the Gifts and Benefits Policy 4.4) with no conflicts or inappropriate gifts and/or benefits being received.

CARRIED

12.4 Policy Framework

Jane thanked Patricia Sutton for the work she had done in the preparation of the PHCC policies.

It was noted that all Board members had been through the process to renew that they have read understood and will abide by the policies.

Members requested that future policy surveys have an introduction to inform Members of an estimate of the time expected to complete the survey so they can ensure they set aside appropriate time. They would also like to have the ability to complete the survey in stages – ie to be able to be directed back to where they had finished off previously, so as not to have to re-commence the survey.

Moved: Paddi Creevey

Seconded: Howard Mitchell

That the Board:

- 1. Notes that the Governance Steering Committee has reviewed the Policy Framework and believe that the Board are compliant against an effective suite of governance policies.***
- 2. Notes that all Board members have been through the process of reading, understood and will abide by the policies.***

CARRIED

ACTION:

- 1. The policies survey to have an introduction to inform Members of an estimate of time expected to complete it, so they can set aside the appropriate amount of time.***
- 2. The policies survey be designed to enable it to be completed in stages if required, so as not to have to re-commence the survey.***

12.5 Fraud and Corruption Plan

Sue Fyfe commented that the Fraud and Corruption Plan was very ethically constructed.

Moved: Paddi Creevey

Seconded: Bob Pond

That the PHCC endorse the Fraud and Corruption Control Plan, as presented.

CARRIED

Note: The Plan as presented incorporates the recommended modifications of the Governance Steering Committee regarding any suspected or potential fraud being reported to the Chairman and Board, in a discrete manner.

12.6 Strategic Directions

Amanda Willmott flagged the action from the Governance Steering Committee in relation to the PHCC Strategic Directions, which noted that the CEO work with the Governance Steering Committee to consider methods to strengthen the link between the Strategic Directions and the Board and staff actions/considerations/priorities.

13. Appointment of Auditor for forthcoming year

Moved: Marilyn Gray Seconded: Amanda Willmott

That PHCC engages AMD as auditors for the forthcoming year.

CARRIED

14. Next Annual General Meeting – Thursday 15 October 2020

The next Annual General Meeting is to be held on Thursday 15 October 2020.

15. Close of Meeting

The meeting closed at 12.10pm

Chairman:

Date:

Actions arising from AGM of 17 October 2019

No.	Details	Responsible	Complete
1	<p>Item 11 Ratification of External Committee Members (Board) [AGM 17 October 2019]</p> <p>Darralyn Ebsary said that she was happy to be the Conservation Council WA (CCWA) representative and Sue Fyfe nominated to be the proxy member. There was a CCWA conference coming up on 23 November and Darralyn would be happy to attend.</p> <p>ACTION: <i>Advise CCWA of our new representatives and forward information regarding the November conference to our new representatives.</i></p>	Patricia Sutton	
2	<p>Item 12.4 Policy Framework [AGM 17 October 2019]</p> <p>ACTION:</p> <ol style="list-style-type: none"> 1. The policies survey to have an introduction to inform Members of an estimate of time expected to complete it, so they can set aside the appropriate amount of time. 2. The policies survey be designed to enable it to be completed in stages if required, so as not to have to re-commence the survey. 	Patricia Sutton	

Members Terms as at 17 October 2019

		2017	2018	2019	2020	2021	2022	2023
Group A	A 1		Paddi Creevey - extend 1 year	Paddi Creevey - appoint 4 yrs				Paddi Creevey
	A 2		Mike Schultz - extend 1 year	David Prattent - appoint 4 yrs				David Prattent
	A 3		Darralyn Ebsary - extend 1 year	Darralyn Ebsary - appoint 4 yrs				Darralyn Ebsary
	A 4		Sue Fyfe - extend 1 year	Sue Fyfe - appoint 4 yrs				Sue Fyfe
	A 5		Vacant - 1 Yr	Caroline Knight - appoint 4 years				Caroline Knight
Group B	B 1	Andy Gulliver				Andy Gulliver		
	B 2	Jan Star		Claire Reid - appoint 2 Yrs		Claire Reid		
	B 3	Marilyn Gray				Marilyn Gray		
	B 4		Amanda Willmott (3 yrs)			Amanda Willmott		
	B 5			Howard Mitchell appoint 2 Yrs		Howard Mitchell		