

**MINUTES OF GENERAL MEETING OF
THE BOARD OF DIRECTORS**
of Eden Marine Centre Ltd as Trustee for the

EDEN WHALE DISCOVERY CENTRE RESEARCH TRUST

5.00pm Monday 26th August 2013

**Sapphire Coast Marine Discovery Centre
CHAIR: STAN SOROKA**

Present: Stan Soroka, Angela Colliver (by speakerphone), Rachel Choy (by speakerphone), Gordon Beattie (by speakerphone), John Aveyard, David Jesson, Warwick Adams, Jenny Robb

Apologies: John Tanner, Amanda Stroud

The Chair welcomed Rachel Choy to the meeting and John A *moved* that she be invited to become a Board Member immediately. *Seconded by Warwick. Motion carried.*

Conflict of Interest: The Chair asked those present if there were any possible Conflicts of Interest and noted that attendees are able to declare an interest at any time during the meeting.

Minutes of meeting held 5th August 2013 were circulated by email prior to the Meeting. Angela *moved*, Warwick *seconded* that they were a true record of the Minutes. *Motion carried.*

Business Arising

- Draft Budget prepared.
- Gordon/Stan met with staff, Jen keeping them updated.
- Jen is yet to prepare risk assessment for use of SCMDC vehicle. Rachel advised all FBT issues are solvable.
- Amanda sent a marketing proposal for the 5th birthday but it was only received by some (to be forwarded). Gordon *moved* that we support the proposal in principle. *Seconded by Angela. Motion carried.*
- Board progressing restructure; meeting on Sat re: SWOT – for further follow up in the next few months.

Treasurer's Report

Due to John's absence, no Treasurer's Report was tabled.

Associate Member Matters

John A advised that there is nothing major to report. Most Members have renewed their membership which is a good sign. John further advised that he has invited Fritz Drenkhahn, an Eden man who has had a long term involvement with the commercial fishing industry, to present at the next Associate Member Meeting on 17th October. Gordon suggested that the AM meet outside Eden in future as some of the Members live further afield. John said he can arrange that for the meeting after the October meeting.

Staff reports

Due to the previous meeting only being a few weeks ago, the CEO did not request reports from other staff. The CEO report was circulated prior to the meeting.

OH&S Monthly report – nil to report

SWOT Meeting Outcomes

Jen had circulated the combined priority SWOT for review. Some minor amendments required. A follow up meeting will be held, focusing on strategic planning. This will be held over while the work involved in the CEO transition is dealt with, unless/until there are short-term priorities that need to be actioned.

Decision on overdraft ceiling

Discussion was held about this matter, with some advising they do not have the expertise that others may, therefore deferring to those who do including the Treasurer. Warwick suggests the ceiling is capped [REDACTED] overdraft, with the understanding that Board members would expect indicators/warnings well before this is reached. In future, there will be cash flow forecasting in the financial management so that monthly forecasts can be tracked against actuals.

Warwick *moved* that pending confirmation by the Treasurer we agree the ceiling is [REDACTED] maximum. *Seconded by John A.*

Resignation of CEO

The CEO has resigned and will finish work on 22nd November 2013. Lengthy discussion took place about how to manage the staff restructure and how we will recruit a new CEO.

It was agreed we need a skills matrix including details of the seasonality of our operations (inc. current staff skills, list of activities month by month, co-ordination and management required). Jen will have this ready for a further meeting which is proposed for Monday 9th September from 5pm.

It was also agreed that due to the difficult financial situation, tough decisions need to be made. We can prepare the paperwork for the process of appointing a new CEO and then hold a meeting to determine which option would be supported. The consensus was that the issue was significant enough to have a special session. Some will be unable to attend in person. Jen to investigate a better communication system a.s.a.p.

The Chair then asked if all agreed, given the financial situation, that one position cannot continue. We must ensure that all the legalities are covered.

Should minutes and staff reports on website?

Jen noted that the posting of Minutes and Staff reports on the website began after a specific request by several Associate Members. Rachel strongly disagrees with this. Much discussion took place, with several differing views. As a community nfp organisation, some felt it was a matter of transparency, noting that anything controversial, confidential or sensitive can be removed from the document before posting. Posting these documents prevents the organisation from being open to community criticism. David *moved* that the current practice be maintained. *Seconded by John A.* Rachel wishes it to be minuted that she does not agree. *Motion carried.*

Any other business:

- Jen reported that staff organised several successful events for National Science Week mid August, culminating with an extremely busy and successful Open Day. She particularly praised Jillian for her work on this, some of which was funded through a National Science Week Grant. Jen further noted that a group of student ambassadors from ANU attended to help, together with the Director of Student Equity at ANU.
- This year marks five years since the physical Centre was opened. Staff wish to celebrate this milestone with a party. They propose keeping the Centre open after normal closing time to enable school children to attend. A more formal party will be held from 6pm with nibbles and drinks, Jen noting that we will need to charge a ticket price (suggested \$20) to cover costs of catering. Pre-bookings will be encouraged. The staff further propose to invite significant donations by way of a 'wishing well' (similar to modern weddings). All supported this idea. John A then generously offered to provide up to \$200 towards the cost of drinks.
- It was earlier proposed that discussion of the proposed salary range for the new CEO be held over for discussion in the absence of the CEO. David questioned the need for this. He felt that this was unnecessary to exclude the CEO in discussions except for perhaps the performance review of the CEO.
- Stan advised that he has received letters of resignation from Diana Skipworth and Amanda Stroud. It was *moved by Warwick, Seconded by John A* that the resignations be accepted. *Motion carried.* Jen to draft thank you letters to both for Stan to sign as Chair.

Next General Meeting: 5pm Monday 30th September 2013

Meeting Closed: 6:50pm

Stan Soroka
Chairman