**Wildcare Inc. – Board of Management meeting**



**Minutes**

**Thursday 10th December 2015, 1.30 pm**

**Succulent Restaurant's Riverview Room, Royal Tasmanian Botanical Gardens, Hobart**

**Directors present:** Sally Salier (SS; Elected Co-Chair and Chair of meeting), Andrew Smith (AS; Appointed Co-Chair), Sheryl Hamilton (SH; Secretary and minute taker), Alice (Youyin) Yu (AY; Treasurer), Bob Tyson (BT), Rosemary Gales (RG), Stan Matuszek (SM), John Duggin (JD), Peter Marmion (PM), Mark Holdsworth (MH), Karen Ziegler (KZ).

**In attendance:** Malcolm MacDonald (MM; Wildcare CEO), Jodie Epper (JE; Wildcare Facilitator).

**Apologies:** Shane Pinner (SP), Sarah Wilson (SW).

**[NB: Pre-meeting Christmas lunch was also attended by Will Forsyth, Phil Wyatt]**

| # | Agenda Item | Raised by | Context/Explanation | Motion/Proposed Action | Outcome/Required Action |
| --- | --- | --- | --- | --- | --- |
| 1 | **Welcome** |  | Sally acknowledged the traditional owners.  Sally welcomed everyone to the meeting. |  |  |
| 2 | **Declarations of conflict of interest** |  | The following Directors declared a conflict of interest regarding the Internal Grant applications:   * Sheryl - Friends of Maatsuyker Island; * Bob - Friends of Deal Island; * Karen - Friends of Bass Strait Islands; * Peter - Friends of Melaleuca. |  |  |
| 3 | **Minutes of previous meeting: 15th October 2015** |  |  | Minutes from 15th October 2015 meeting were accepted as a true and accurate record. All agreed. |  |
| 4 & 5 | Business Arising |  |  |  |  |
|  | Sponsorship Workbook | MM | ***Pending action:*** *Malcolm MacDonald to circulate Sponsorship Workbook to Board.* |  |  |
|  | Wildcare Web Master | SS | Phil Wyatt has retired as Web Master of the Wildcare website - still helping out in this role and doing a great job. The position has been advertised on Wildcare Facebook page – no response. | No further action decided on. |  |
|  | Financial – outstanding internal and external grants |  | Internal Grant progress report forms have been sent to relevant branches to complete and return to Jodie Epper. Will then look at follow up for outstanding external grants. |  |  |
|  | Financial – Hebbard bequest | AS | Email correspondence specified that donated money was for penguin/shearwater work at Lillico. However, can’t find any legal correspondence..  About $17,000 in this fund. Board agreed that the Lillico branch be asked if they would like to apply for the money. Otherwise fund may be opened to other branches to apply for penguin/shearwater work at other sites. |  | Andrew to reissue invitation to Friends of Lillico Penguins to submit application for funds by end of February 2016. Projects can be undertaken over the next 3 years. Also notify the branch that if they are not interested in using this money, an invitation will be extended to other branches undertaking work on penguins/shearwaters. |
|  | Biosecurity position statement | RG | * Tim Rudman prepared a draft ‘position statement’ on biosecurity issues and guidelines (circulated by Rosemary). * Recommendations at the end of this document. One recommendation is to identify which branches work independently of PWS system – Andrew said there wouldn’t be many. * Suggestion on having a Biosecurity section on website. * NRM have some great biosecurity resources. | Look into having a Biosecurity section on Wildcare website. | Andrew to provide details of branches that work independently of PWS.  Identify someone to facilitate biosecurity section on Wildcare website. |
|  | Governance Portfolio |  | ***Pending action 15/10/2015:*** *Directors to provide feedback to Governance Committee on suggestions for BOM to be more “united, productive, motivated and functioning” (refer to Governance Committee meeting notes 9th June 2015).* |  | Sheryl to add to agenda for next meeting |
|  | Fundraising Portfolio |  | ***Pending action 15/10/2015:*** *Jodie Epper to put ad on website, Facebook page and in next WildTimes asking for someone to help with on-line shop and merchandise orders.* |  | Sheryl to add to agenda for next meeting |
|  | Review of CEO KPI | SS | Suggested KPIs were circulated by Andrew and Mark. The KPI regarding fundraising has been removed as it was considered that it wasn’t possible or realistic to have this.  Question about the main purpose of the CEO position and whether there may be better use of this money. E.g. have a smaller role for CEO and employ a fundraising coordinator. | Board agreed to meet in January 2016 to specifically discuss the following pending actions as well as to discuss other paid positions.   1. Review of KPIs for CEO position. 2. Board to discuss if can continue to afford the position. 3. Alice to present report on expense trajectory of paid positions.   Directors to please provide feedback using track changes on the circulated KPIs. | Sheryl and Sally to circulate potential dates in January 2016 for a meeting. |
| **6** | CEO report |  | Malcolm talked to his written report.  Concern from Board about delay in circulation of CEO report prior to meeting as it was only circulated by email yesterday.  FINANCE OFFICER KPI:  CEO report contains 7 suggested KPIs for Finance Officer. Brief discussion about the different roles of Lindie and Carol:   * Lindie senior to Carol, * Carol is Branch Liaison and Finance Manager and Lindie is Finance Officer, * Contractual arrangement is based on outcomes, * $17,000 Lindie and $8000 Carol approximately.   Alice added several points   * Not satisfied with set-up e.g. GF set up on MYOB on old computer at Carol’s, * Concern about not being involved in review of the two bookkeeping positions; * There have been issues with providing financial information to the Treasurer.   Question about split of funds between the two positions and why the need for two positions. Question about why the two positions not in close connection with Treasurer.  Suggestion that at the January 2016 meeting (see above agenda item) Board members also discuss the two paid financial positions. The Board held off decision about endorsing the 7 Finance Officer KPIs until meeting and resolution regarding roles and positions of Treasurer and paid financial staff.  MARKETING AND COMMUNICATION PLAN.   * Document drafted by CEO tabled and circulated; * Need to fill the specific Marketing position on the Board; * Need to set up Marketing Portfolio to implement Plan; * Feedback on draft plan by 31 January 2016 – track changes back to Malcolm; * Suggest having a marketing workshop the morning of the AGM.   BOM Skills Register – have only had responses from three Directors.  Updated Constitution circulated although not online yet.. Jodie received up-to-date copy today and so will add to website. | Agreement that all the Finance Officer KPIs involve direct contact with Treasurer (last dot point should be first dot point). Also the two paid finance positions should now be directly supported by Treasurer rather than CEO. Treasurer should have full access to all accounts.  Need for a follow-up meeting between Lindie, Carol, Alice, Malcolm – handover of responsibilities from CEO to Treasurer.  Letter to be sent from the Board to Finance Officer that Treasurer needs full access to all accounts. Alice has drafted a 12 point letter requesting what she needs to undertake her role – will circulate to Board for Board support. This to then be sent to Lindie.  At the January 2016 meeting (date to be confirmed – see above agenda item), the two paid financial positions and KPIs also be discussed. | 1. Malcolm to circulate updated electronic version of CEO report (today’s tabled version is different from the one circulated via email yesterday). 2. Malcolm to arrange meeting between himself, Alice, Lindie and Carol. 3. Alice to circulate draft letter to Board for endorsement. Andrew/Sally to send letter to Finance Officer. 4. Directors to send feedback (track changes) on the draft Marketing Plan to CEO by 31 January 2016. 5. CEO to look at having a marketing workshop the morning before the AGM. 6. CEO to re-circulate the Skills Register form – Directors to complete and return to Malcolm ASAP. 7. Annual Report: All Directors to check profile details (text, photo, contact address and phone number) – send changes to Malcolm or confirm all ok. (NB: Private address and phone number of all Directors goes on Annual Financial Report.). 8. Jodie to upload amended Constitution to website. |
| **7** | Co-Chairs reports | AS | * Andrew and Mark been working on CEO KPI; * Volunteering Tasmania – volunteer value calculator on their website – about $35 per hour for Wildcare volunteers; * 100 year anniversary for PWS next year – had planned to discuss in Portfolio meeting this morning (meeting cancelled); * Several new Wildcare groups have recently formed. |  |  |
|  |  | SS | * National Trust – Tas Heritage Festival in May – Jodie to forward info to branch Presidents; * World Wetlands Day early February 2016 – different groups participating (e.g. Tamar Islands Wetlands); * Wildcare banner flag missing- Sally to ask Christian Bell; * Follow-up with Pip Gowen about ways of acknowledging long-term volunteers as log on website doesn’t include all hours or all volunteers; * PWS subcommittee on WHS etc - meeting rescheduled for tomorrow - children in volunteering was on the agenda. Requirement for character check clearance for all PWS staff working with children. |  | Jodie to forward information on Tas Heritage Festival to branch Presidents. |
| 8 | November 2015 financial report | AL | * Alice tabled Lindie’s report (circulated by email); * Concern about delay in receiving Financial Report from the Finance Officer. Alice said that should be able to use accounting program (MYOB) to click a button to produce financial report rather than manually transferring to Excel spreadsheet.   INVESTMENT SUGGESTIONS – email circulated by Alice this morning. Board asked if comfortable about investing invest with other institutions eg. Credit Union. MyState advertising 3% for term deposit | Alice moved a motion that the Financial Report be accepted; seconded by Sally Salier. **Motion carried.**  Board agreed in principal to move term deposit into an institution outside of big four banks.  Adding to investment:   * Alice has looked at accounts and there appears to be a $320,000 cash reserve account that has not accrued much interest for many years. * Query about whether this is the Gift Fund account. However, there have been no transactions from this $320,000 account since 2012. * Alice to look into which account is the working account. | 1. Alice to follow-up with improving system of generating Financial Report and ensure it’s circulated at least a week before Board meetings. 2. Alice to directly approach range of institutions for best interest rate. Will then approach Westpac to match the rate. Alice to provide advice on any change in investment for endorsement by Board. 3. Alice to report back (out of session) about the $320,000 and whether it is ‘available’ to move into a longer term investment option. |
| 9 | Facilitator report | JE | * New WildTimes about to go out; * Have run two more training sessions with Presidents; * Forms sent out to all Presidents to report progress on all Internal Grants. This is the first step. Will also be following up on other external grants; * Alice suggested that information on accounts/grants be sent out to all groups every 6 months; * Get Outside program will be part of Mt Field 100 year anniversary. |  | Jodie to meet with Alice and Sheryl about how grants (particularly information on Internal Grants) are stored on the website. |
| 10 | Gift Fund report |  |  |  |  |
| 10.1 | Gift Fund membership | AS | Discussion regarding process of selecting members for the Gift Fund Committee. Board decides on GF Committee and can call for EOI for membership. Suggestion that EOI be advertised to all Wildcare membership. Suggestion that there is clear documentation regarding the process for appointing to the GF Committee.  The GF Committee requested for additional membership as the Committee noted that the group comprised only older men. There has never been a woman member of this Committee. The request was to aim for gender equity and to include younger membership.  There are two current nominations for the GF Committee - Rosemary Gales and Leslie Frost.  Brief summary of Leslie’s experience was given - she has broad past experience of volunteering and working in conservation. | Mark moved a motion that EOI advertised widely including to Wildcare membership with criteria stipulated. Discussion followed and a new motion was moved.  Andrew moved a motion that Rosemary Gales and Leslie Frost be formally invited to join the membership of the GF Committee. Board voted. **Motion carried.** | Andrew to invite Rosemary Gales and Leslie Frost to join the Gift Fund Committee. |
| 11 | Internal Grants Program |  |  |  |  |
| 11.1 | Friends of Maatsuyker Island  ($2000) |  | Application to pay for production of Gift cards as a fundraiser for lighthouse restoration.  Board members raised concern that the cards may not generate much money. | Board requested resubmission of application. | Peter to send email to Marina Campbell before FOMI committee meeting next week requesting rewriting and resubmission of application. |
| 11.2 | Friends of Melaleuca ($2000) |  | Application for airfares and costs for Working Bee in March 2016. | All Directors supported application – **grant awarded.** | Sheryl Hamilton to notify branch regarding success of grant application (cc Carol Pacey, Lindy Lupo, Alice Yu, Jodie Epper, Pip Gowen). |
| 11.3 | Friends of Deal Island ($2000) |  | Application for airfares to Flinders Island for February 2016 Working Bee. | All Directors supported application – **grant awarded.** | Sheryl Hamilton to notify branch regarding success of grant application (cc Carol Pacey, Lindy Lupo, Alice Yu, Jodie Epper, Pip Gowen). |
| 11.4 | Friends of Bass Strait Islands ($2000) |  | Transport costs for Working Bee. | All Directors supported application – **grant awarded.** | Sheryl Hamilton to notify branch regarding success of grant application (cc Carol Pacey, Lindy Lupo, Alice Yu, Jodie Epper, Pip Gowen). |
| 11.5 | Out of session decision – Wilds’cool and Friends of Coningham |  |  | Application approved by Board directors out of session (via email). | None |
| 12 | General Business |  |  |  |  |
| 12.1 | Website – status report (standing agenda item) |  | No update |  |  |
| 12.2 | Portfolio reports |  |  |  | . |
|  | *Governance* | SP | No update |  |  |
|  | *Internal grants* | BT | No update |  |  |
|  | *PR and media* | MM | Covered by Malcolm’s reporting. |  |  |
|  | *Emerging opportunities* | AS | No update. |  |  |
|  | *Fundraising* | PM | Meeting held this morning. |  | Peter to provide minutes to Sheryl to circulate to Board. |
|  | *Financial and risk management* | KZ | Trying to set up meeting between Karen, Alice and Lindie but not successful yet. |  |  |
|  | *Communication & Stakeholder Engagement* | SS |  | Leading into the AGM, need to provide info on what is expected/required for the Director positions. | CEO and co-Chairs to look at providing information on Directors roles/requirements to Wildcare members before the AGM. |
| 12.4 | Relevant conferences (standing agenda item) |  | No new ones. |  |  |
| 13 | Correspondence (updated “Important Correspondence Register”) |  | None. |  |  |
| 14 | Media suggestions | AS, MM |  | None | None |
| 15 | Other Business |  |  |  |  |
| 15.1 | Wildcare membership | AS | Phil Wyatt has worked out a solution for producing membership cards using the website. Requires a ‘plug in’. Members can print a membership card which will include expiry date. Cost is $1650 to Ionatta to set this up. | Peter moved a motion that $1650 be paid to Ionatta to set-up downloadable membership cards. **Motion passed.** | Andrew to arrange for Ionatta to set-up downloadable Wildcare membership cards on the website. |
| 15.2 | 2016 meeting dates |  | At the October 2015 meeting, Directors agreed on having four meetings per year – dates were then circulated by email. | Wildcare AGM Saturday 19th March 2016  BoM meetings:  Thursday 7th April 2016 (NB school holidays from 9-25 April)  Thursday 9th June 2016  Thursday 8th September 2016  Thursday 8th December 2016 | Directors to note meeting dates for 2016. |
| 15.3 | FACS - grant | KZ | Potential for this grant to pay for character checks for working with children. |  |  |
| 16 | Date of next meeting |  | * AGM Saturday 19th March 2016 * Board meeting Thursday 7th April 2016 |  | Malcolm to confirm venue for AGM. |
| 17 | Close |  |  |  | Meeting closed at 4.15 pm |
|  |  |  |  | Minutes accepted  Date: | Signed Chair |