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



**Minutes**

**Thursday 15th October 2015, 12.30 pm**

**Morley Room, 3rd floor, Lands Building, 134 Macquarie St, 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), Sarah Wilson (SW).

**In attendance:** Malcolm MacDonald (MM; Wildcare CEO)

**Apologies:** Karen Ziegler (KZ), Shane Pinner (SP), Peter Marmion (PM), Mark Holdsworth (MH), Lindie Lupo (LL; Wildcare Finance Officer), Pip Gowen (PG; PWS Volunteer Facilitator, South), Jodie Epper (JE; Wildcare Facilitator).

| # | 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** |  | Internal Grant applications:   * Sheryl declared a conflict of interest regarding application from the Friends of Maatsuyker Island; * John declared a conflict of interest regarding application from the Friends of Tamar Island Wetlands. |  |  |
| 3 | **Minutes of previous meeting: 13th August 2015** |  |  | Minutes from 13th August 2015 meeting were accepted as a true and accurate record. All agreed. |  |
| 4 & 5 | Business Arising |  |  |  |  |
|  | Posting BOM meeting minutes on Wildcare website | SH | Sheryl Hamilton sent summary minutes (approved by Board) from 16 April and 11 June 2015 to Jodie Epper to post on Wildcare website. |  |  |
|  | Wildcare family membership and children volunteering |  | ***Pending action:*** *Sheryl Hamilton and Mark Holdsworth (with input from Stan Matuszek) to prepare a discussion paper on children/families and Wildcare.* | No progress. | Place as Agenda Item for next meeting. |
|  | Wildcare Constitution reforms passed at March 2015 Special General Meeting | MM | Minor Wildcare Constitution amendments were passed at a Special General Meeting on 28th March 2015. | Malcolm reported that the amended Constitution will be proof-read and released next week. | Malcolm to send Andrew amended Wildcare Constitution to go on Wildcare website. |
|  | Wildcare Board Directory | MM | Directors provided relevant contact details for an internal Board Directory. | Wildcare Board Directory finalised and circulated. | None |
|  | Sponsorship Workbook | MM | ***Pending action:*** *Malcolm MacDonald to circulate Sponsorship Workbook to Board.* | Malcolm noted in his CEO report that the workbook still needs to be finalised. | Pending action to be completed |
|  | Directors’ Review questionnaire | SS | Some (but not all) Directors have completed the self-assessment questionnaire in regard to Wildcare Board of Management progress and workings.  Common themes in responses:   * Not enough time dedication to the Board, * Concern about lowering of tone and lack of respect within the Board, * Lack of progress in actioning Strategic Plan, * Lack of participation by Board members, * Concern about Website – lack of Web Master, * Concern about lack of commitment from government to embrace things that Wildcare can offer. |  | Remaining Directors to submit the Review questionnaire to Sally. |
|  | Crowdfunding | SH | Sheryl circulated Mark’s summary of recommendations regarding crowdfunding. | None | None |
|  | Letter to Dick Smith | MM | Malcolm sent a letter of congratulations to Dick Smith regarding his award of Companion (AC) of the Order of Australia and included an invitation to meet Wildcare BOM representatives the next time he is at Frenchmans Cap National Park. | None | None |
|  | WildTimes newsletter | AS | WildTimes has been redesigned (for free) by graphic designer Dixie Makro (Dixie Design). Dixie also managed to get a much better rate with a different printer (Mercury Walsh) who is also happy to print the newsletter at half cost as well as doing mail out for 12 months for free. | Thanks to Dixie Design and Mercury Walsh printers for their contribution to the new production of WildTimes. | None |
|  | Wildcare Web Master | SS | Phil Wyatt has retired as Web Master of the Wildcare website although is still helping out in this role. Suggestion that the position is advertised as per the Wildcare Treasurer position. |  | Andrew to develop advertisement for Wildcare Web Master and ask Jodie Epper to put on website and Facebook page. |
|  | Green Army – potential help with Wildcare projects |  | ***Pending action:*** *Pip Gowen to provide links to Jodie Epper for distribution to Branches regarding Green Army.* |  | Sally to follow-up with Pip Gowen. |
|  | Financial – outstanding external grants |  | ***Pending action:*** *Sally Salier to follow-up with Jodie Epper regarding feedback from branch Presidents on progress with outstanding external grants.* |  | Pending action to be completed when Jodie returns from leave. |
|  | Financial – Hebbard bequest |  | ***Pending action:*** *Andrew Smith to find out about Hebbard bequest and whether is specifically for Lillico penguin & shearwater work.* |  | Pending action to be completed. |
|  | Financial - meeting | SS | Lindie, Sally, Carol & Alice had meeting regarding Financial matters. | None | None |
|  | Gift Fund membership |  | ***Pending action:*** *Andrew Smith to send Gift Fund Committee membership criteria to Secretary to circulate to Board.* |  | Pending action to be completed. |
|  | Gift Fund - Wildcare Saffire fund | AS | Application from Menzies Centre was approved and has been paid. Have talked to Saffire about doing some publicity around this but they’re currently reluctant | None | None |
|  | Gift Fund – Save the OBP Gift Fund |  | ***Pending action:*** *Lindie Lupo to look at what is required to transfer money received as a grant to Wildcare Friends of the OBP and transfer that money into the Wildcare Save the OBP Gift Fund.* |  | Andrew to ask Lindie about pending action. |
|  | Biosecurity guidelines |  | Tim Rudman has put together a draft ‘position statement’ on biosecurity issues and guidelines |  | 1. Rosemary to circulate draft ‘position statement’ on biosecurity to Directors. 2. Directors to consider biosecurity ‘position statement’ - Sheryl to place as Agenda Item for next meeting. |
|  | Internal Grant Project Progress Report Forms |  | ***Pending action 1:*** *Jodie Epper to send the ‘Report Form’ to all branches who currently have an internal grant.*  ***Pending action 2:*** *Alice to follow up with branches about form completion and progress with projects.* |  | 1. Sally to follow-up with Jodie re Pending Action 1. 2. Pending action 2 to be completed. |
|  | Governance Portfolio |  | ***Pending action:*** *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).* |  | 1. Sheryl to circulate relevant documents again. 2. Pending action to be completed by all Directors by next Board meeting. |
|  | Fundraising Portfolio |  | ***Pending action:*** *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.* |  | Sally to follow-up with Jodie. |
|  | Annual Performance Review of CEO | SS | The review of the CEO performance in relation to KPIs has been undertaken. Sally reported that it had been decided that Malcolm continue in the role. Noted that the marketing and fundraising KPIs had not been met and that the marketing plan needed to be finished by next BoM meeting. The CEO position was initially meant to be self-funded but is currently paid out of membership fees (administrative budget). |  | 1. Andrew and Mark to review KPIs for CEO position to present back to Board at December meeting. 2. Board to discuss if can continue to afford the position – agenda item for next meeting. 3. Alice to present report at next meeting on expense trajectory of paid positions. |
| **6** | CEO report |  | * Malcolm talked to his written report; * Wildcare has 2 outstanding returns for the Australian Charities and Not-for-Profits Commission (ACNC); * CEO visited with Jenny Grundy (Roaring 40s Kayaking) and apologised for his lack of communication regarding sponsorship offer. CEO negotiated annual sponsorship arrangement of ~$700 with focus on Melaleuca and OBP projects. Andrew said the $700 sponsorship goes into general account and the Board will then decides on distribution to Friends of Melaleuca and Friends of the OBP; * Sally reported that Phil Wyatt is hoping to set-up website to automatically acknowledge people who donate to Wildcare; * CEO reported that Peter Treseder (PG Dukes Pty Ltd, Trustee of The Patricia Dukes Foundation who donated to Penguin Cradle Trail) is coming to Tasmania in the next few months and so will endeavour to have some publicity about the donation (Greg Clarke, Friends of Penguin Cradle Trail) has been in discussion with PWS regarding this. | Board ratified recommendation regarding Carol Pacey and Lindie Lupo continuing in positions of Bookkeeper and Finance Officer. Board thanked Carol and Lindie for all their work.  Wildcare AGM date set for **Saturday 19th March 2016** to be held in north-west Tasmania.   * Suggestions that Friends of Lillico Penguins and Friends of Penguin Cradle Trail could offer trips to show their work. Suggested Peter from Friends of Penguin Cradle Trail and NSW National Parks CEO – potential guest speakers for AGM * Greg Wood (Menzies Centre) also suggested as guest speaker. | 1. CEO to check when Jodie Epper returns from leave, get on-line password for ACNC and then complete the two outstanding returns. 2. Directors that are involved in Wildcare branches to submit a summary of their branch’s work for the 2015 Annual Report – send to CEO by the end of the year. 3. Directors to check their profiles that were in last year’s Annual Report to see if they need updating – send amendments to CEO by the end of the year. 4. Directors to complete “Skills Register” and return to CEO by next meeting. |
| **7** | Co-Chairs reports | AS | See Gift Fund report. |  |  |
|  |  | SS | * Have attended a number of AGMs – Friends of Pittwater/Orielton Lagoon, Landcare AGM, Friends of Melaleuca, Friends of Maatsuyker ISland as well as some working bees; * Met with Finance team; * Executive meeting at end of August; * Attended Tas Landcare conference; * Reported that a new branch, Friends of Narawntapu, is being established – they plan to start working in January 2016 and will focus on controlling sea spurge in the area of Narawntapu National Park. |  |  |
| 8 | Financial - General |  | * Need to demonstrate that we are tracking our spending (including external grant spending) – Alice to prepare summary of this. Lindie was to prepare a cash flow report; * Note that the Wildcare fiscal year is the calendar year. |  | 1. Treasurer to prepare summary of spending including external grant spending – check with Lindie regarding progress on cash flow report; 2. Treasurer to prepare forecast administration budget for next financial year to present at next meeting. |
| 8.1 | September 2015 financial report | Alice | * Alice tabled Lindie’s report (circulated by email); * Note that “bookkeeper expenses” covers salary and expenses for both Lindie Lupo and Carol Pacey; * Alice asked whether Board interested in wider scope of investment options or only into term deposit with Westpac - Board agreed that would consider other low-risk options for investments e.g. credit union. | Alice moved a motion that the Financial Report be accepted; seconded by Sally Salier. **Motion carried.** | At next Board meeting, Treasurer to present range of investment options and, based on historical record of spending, suggestions on how much money to invest. |
| 9 | Facilitator report | JE | Jodie on leave – no report. |  |  |
| 10 | Gift Fund report | AS |  |  |  |
| 10.1 | Gift Fund deliberations | AS | The Gift Fund Committee considered and approved the application from Wildcare Friends of Penguin Cradle Trail for $11,500 (mapping and brochures) and $11,900 (snow poles, route markers, place signs, track-head interpretation). There is $26,600 remaining of original donation. | None | None |
| 10.2 | Gift Fund Committee membership | AS | Gift Fund Committee currently comprises Jamie Bayley-Stark (Chair), Nick Mooney, Will Forsyth and Bob Tyson. Board members were asked to consider possible new member nominations for the Committee to improve gender and age balance. i.e. an additional, new member would take the Committee to 5 members. | Rosemary Gales offered to join Gift Fund Committee and put herself forward as a formal nomination. | Directors to send other suggestions for potential new Gift Fund Committee members to Andrew in the next two weeks. |
| 10.3 | Gift Fund invitation | AS | A donation of $1000 was received for Central North Wildlife Care. | The Board approved (all agreed) an invitation to Central North Wildlife Care to apply for the $1000. | Andrew to contact Central North Wildlife Care to invite application for funds. |
| 10.4 | Australian Geographic Society (AG) fundraising process review | AS | Sarah and Sally were tasked with undertaking a review of the processes associated with the AG fundraising partnership and subsequent allocation of funds.  Sarah reviewed documents provided by Malcolm and tabled a short summarised report. She provided more comprehensive advice to Sally (via email) and could provide this to other Directors if they wished. Sarah reported the following:   * her assessment, based on Andrew’s questions, was that she didn’t consider there were any particular legal issues; * could find out whether AG also had a signed funding letter from Nature Foundation South Australia although didn’t consider there was much to achieve in asking for this, particularly if want to maintain a positive relationship with AG; * to avoid confusion in the future, could possibly have different process ‘next time’ i.e. establish a funding agreement. However, this leads to a more bureaucratic process and was probably unnecessary for this project; * based on correspondence, the original agreement may have been (not clear) that AG fundraising was for Wildcare but, in absence of a funding agreement, Wildcare not able to persevere with AG in terms of requesting that all funds are provided to Wildcare; * considered there was very low risk of any governing organisations looking into this funding arrangement, there was very low risk to the Directors and that there had not been any misconduct or misappropriation of funds. The Board had done all they could to follow correct process; * with regard to whether there was misleading or deceptive conduct with the fundraising advertising campaign – considered this was an AG issue and probably not for Wildcare to pursue. | Board all agreed that no further follow-up required. Thanks to Sarah for her work on this. | None |
| 10.5 | Save the OBP Gift Fund | AS | * Friends of the OBP submitted application for $4,000 which was approved and the money has been transferred to that branch; * At last BoM meeting, there was some confusion regarding the amount of money remaining in the Save the OBP Gift Fund. Lindie looked into this and found that $10,000 donated by Australian Geographic had been mistakenly put into another section of the Wildcare account. This has now been rectified. Therefore, there is still $10,245 available in the Save the OBP Gift Fund. | Board agreed to invite a joint application from DPIPWE/Friends of the OBP to apply for up to $10,245 for Melaleuca volunteers’ flights and expenses. | Andrew to formally invite DPIPWE/Friends of the OBP (email Rosemary Gales and Mark Holdsworth) to submit application to Save the OBP Gift Fund. |
| 11 | Internal Grants Program |  |  |  |  |
| 11.1 | Friends of Maatsuyker Island  ($2000) |  | Application to partially cover costs of Working Bee to Maatsuyker Island. | All Directors supported application – **grant awarded.** | Sheryl Hamilton to notify branch regarding success of grant application (cc Carol Pacey, Lindy Lupo, Alice Yu, Pip Gowen). |
| 11.2 | Tamar Island Wetland Volunteers  ($1000) |  | Request for funding for volunteers to undertake Aboriginal Cultural Awareness training. All Directors supported concept. It was considered important that Tamar Island Wetland Volunteers would get more value out of targeted training session rather than the one currently being offered through PWS. Would be great to have focus on Aboriginal story of the Tamar Island area. | Andrew moved motion that $1000 be awarded for Aboriginal cultural training activities targeted to the group’s needs and group to contact Shannon Mansell (facilitated by Stan) to request targeted training; all Directors agreed; **Motion carried.** | Sheryl Hamilton to notify branch regarding success of grant application (cc Carol Pacey, Lindy Lupo, Alice Yu, Pip Gowen). |
| 11.3 | Out of session decision – Tasmanian Wildlife Fair ($1000) |  |  | 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 meeting; * Letter of thanks was sent to Carol Markby (long-term volunteer) along with one-year free Wildcare membership; * Suggestion that Wildcare branches present nominations (and supporting documentation) for long-term volunteers deserving specific recognition although discussion about the difficulty in having fairness and equity with an award system for Wildcare volunteers. |  |  |
|  | *Internal grants* | BT | No update. |  |  |
|  | *PR and media* | MM | Included in CEO report. |  |  |
|  | *Emerging opportunities* | AS | Will call meeting in next couple of weeks and will specifically look at 100 year national park celebrations and potential for Wildcare input to this. |  |  |
|  | *Fundraising* | PM | Included in CEO report. |  |  |
|  | *Financial and risk management* | KZ | No update. |  |  |
|  | *Communication & Stakeholder Engagement* | SS | * Need outline of marketing recommendations and whether it is beneficial to pay someone to implement marketing strategies; * Concern about jobs that don’t get done when Jodie Epper is away on leave – need to look at options for filling in some of this role in her absence; * Concern about delay in getting forms onto the new website. | All agreed that the Wildcare forms need to go onto new website now rather than wait for them to be reviewed – can review them once they’ve been transferred over. | Andrew to ask Jodie Epper about how much extra time she would need to transfer the forms on to new website. |
| 12.3 | Director's Brief Update | AS | It will be suggested that Directors provide a quick summary (1-2 mins) of what they have been doing in their respective areas of interest within Wildcare/volunteer work. | Didn’t receive much support – saw this in terms of context of role as a Director i.e. what have you done w.r.t. promoting Wildcare in the community |  |
| 12.4 | Relevant conferences (standing agenda item) |  | No new ones. |  |  |
| 13 | Correspondence (updated “Important Correspondence Register”) |  | None. |  |  |
| 14 | Media suggestions | AS, MM | * Penguin Cradle Trail grant story; * Funding support of Tassie Devil vaccination; * There was recent general media on OBPs.   Would be good to get media around these funding stories. | None | None |
| 15 | Other Business |  |  |  |  |
| 15.1 | Suggestion of change to quarterly Board meetings |  | Suggestion to have less frequent Board meetings with a more strategically focussed agenda and more out of session actions progressed (e.g. grant applications). | All Directors agreed on having four meetings per year – April, June, Sept, Dec | Sheryl to circulate potential dates (depending on holidays, try for the 2nd Thursday of the month) |
| 16 | Date of next meeting – Thursday 10th December 2015 – Christmas lunch |  | Venue options:   * Royal Yacht Club; * Derwent Sailing Squadron; * Botanical Gardens. |  | Alice to ask if Royal Yacht Club venue available. If not available, Sheryl to find out about other venue availability. |
| 17 | Close |  |  |  | Meeting closed at 3.20 pm |
|  |  |  |  | Minutes accepted  Date: | Signed Chair |