Wildcare Inc. – Board of Management Meeting

Minutes

Thursday, 16 May 2019 **Conference Room 1, Prospect Government Offices, 171 Westbury Road, Prospect**

Meeting opened at 10.38 am

Directors Present: Ian Lundy (IL, Chair), Glen Hayhurst (GH; Secretary and minute taker), Melanie Becker (MB, participated via phone link), Gary Campbell (GC), Sam Cuff (SC), Rosemary Gales (RG), Stan Matuszek (SM), Joanne Naylor (JN), Erika Shankley (ES)

Others Present: Sharon Smith (SS, Wildcare CEO), Bob Tyson (BT, Wildcare Gift Fund Committee Chair, for item 12), Kim Willing (KW, for item 14 via Zoom call)

Apologies: Adrian Sullivan (AS, Deputy Chair), Sally Simco (SAS)

#	Item	Raised by	Context/Explanation	Motion/Outcome	Required Action(s)
1	Welcome		IL welcomed all attendees.		
2	Apologies		As recorded above.		
3	Minutes of previous meeting			Moved: SC, seconded: RG, that the minutes of 14/2/2019 be confirmed. Passed.	
4	Actions from previous meetings		Refer to the *Actions from Previous Board Meeting 14/2/2019* table below.		
5	Business arising from minutes		Item #7: The system of monthly financial reporting to the Board has not yet been fully implemented. The Bookkeeper has developed an improved reporting mechanism that should only require minimal manual intervention in the future. Overview charts should be able to be provided.		
6	Outstanding actions		Refer to the *Outstanding Actions from Earlier Board Meetings* table below.		GH: Distribute the link to the Register of Interests with these minutes.
7	Financial report	SS	SS provided an overview of the three Wildcare financial categories: Corporate (Operating), Gift Fund and Branches. Refer to *Wildcare Funding Options 2019* for details about the funding processes for the Gift Fund and Branches. The separation of the Gift Fund and Branches accounts has resulted in significant time savings in Bookkeeper journaling. Corporate funds are	Board Members accepted the financial report for April 2019.	

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			derived from memberships (20% via the website, 80% from the purchase of All Parks annual/two year passes). IL: In the cash position table (p9) the total of the amounts in the Gift Fund accounts ($666k) is less than the commitment figure ($724k) shown at the top. This is important to resolve as we are required to keep the Gift Fund money in a separate account. SS: This could be a bookkeeping timing issue – will check with Alex. SS: Income/expenses table notes: • $0 for sponsorship – a future improvement opportunity. • No effort is being made to increase merchandise sales. • We don't know how many membership subscriptions we will get. • Gift Fund applications (*item #17*) will address the funding shortfall for *BoM grants*, *Marketing and comms* and *Website expenses*. The budget item *Office team expenses* ($2k for intra-State travel costs), as presented at the Feb BoM meeting has now been incorporated into *Office team salaries* (with an increase from $38k to $40k). For consistency with the item *CEO salary and expenses* the item *Office team salaries* should be renamed *Office team salaries and expenses.* SS: There is much variation in the monthly Gift Fund donations – another opportunity area. JN: Is income from PWS for passes seasonal?		

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			SS: Probably. We could get that data from PWS. GC: Can we add a YTD Actual <Previous Year> column to the Corporate table?		SS: Arrange for a YTD Actual <Previous Year> column to be added to the Corporate table in future reports.
8	Chair & Deputy Chair reports	IL	Chair: The Board should focus on areas that add value: • Strategy – What are we trying to achieve? How can we best help the Branches? A strategy workshop is needed. • Risk management – need to review our risks eg exposure if event volunteers aren't members of Wildcare. • Financial – currently under budget for revenue, require more resources. • Delegations – define and apply. • Monitoring – more detail would be helpful – Health and Safety (H&S) performance (make this a standing agenda item) – eg injuries & near misses; measures of output eg volunteer hours, achievements. • Gift Fund operating model – better use of funds and clearer application process, helping Branches with writing applications to spend money. MB: Need to maximise the proportion of income, particularly donations that go to on-the-ground programs rather than administration. SM: PWS H&S performance reporting is very good.		GH: Add H&S performance as a standing item to all future BoM meeting agendas.

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			GH: Agree, but there is a likely to be a large variation in H&S behaviours between PWS-managed and non-managed groups.		
9	Internal project funding applications	SS	No applications received		
10	Strategic partnerships update	SC	1. Good to have a range of skills on the new Board. 2. Own PWS role includes volunteer engagement, recreational opportunities, aboriginal engagement, signage standards. 3. How can we improve the Wildcare-PWS partnership? Establishment of a service level agreement? 4. Can we increase revenue (eg by 5-10%) by introducing appropriate KPIs eg for improved risk management, H&S performance. Aim to break the Parks Pass – Wildcare membership fee transfer dependency. 5. DPIPWE volunteer management review is underway. This might impact Wildcare volunteers on PWS land. SM: A marketing point for increasing membership: 51% of Tasmanian land is reserved – we need lots of assistance to manage this.		
11	CEO's report	SS	1. 20 year anniversary of Wildcare Inc in 2018. 2. Foundation building areas identified for improvement: financial management, governance, member H&S behaviour and insurance (for which there is a control test).		

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			3. Media guidelines have been produced to assist Branch office bearers with their public communications and to inform them of their responsibilities – we have experienced some recent Branch communication incidents. 4. Australian Charities and Not-for-profits Commission (ACNC), Register of Environmental Organisations (REO) and Consumer Affairs & Fair Trading annual reports for 2018 have been completed and lodged. From 1 July 2019 the REO will be integrated with the ACNC Charity Register thereby abolishing duplicate reporting requirements *(GH: It was subsequently confirmed that this change will come into effect on 1 July **2020**)*. 5. We are currently sitting on a large amount of Gift Fund money in investment funds *(refer Financial Report p9)* – this is not being used for on-the-ground projects. Currently there is no plan for us to spend the money – a situation that needs addressing. 6. Wildcare membership flyers will be placed in all Service Tasmania offices. 7. Met with the CEO of Volunteering Tasmania to discuss the reward and recognition of volunteers and further developing the relationship between the two organisations. 8. We have several "natural partners" (major donors): Hilary Wallace (Wild Bushwalking Tracks Fund), Rob Pennicott (Tasmanian Coast Conservation Fund) and Greg Irons (Bonorong Fund). As Gift Fund donors are not permitted to		

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			receive a benefit from their donations we are limited in how we can recognise them. 9. Marketing improvements are being made. 10. We are supporting Branches through risk management etc. 11. Planning to improve performance reporting – need more of KW's time in this area. Aim to partly achieve this by reducing the dependency of others on her role. 12. Intend to convert the bookkeeping contract to an employee role to reduce costs, thereby allowing a greater time allocation for the Membership Services role. 13. The Wildcare logo design (devil paw) is being tweaked with updated fonts.		
12	Gift Fund Committee update	BT	BT provided an overview of the operation of the Gift Fund. The Committee Members are BT (Chair), RG, Will Forsyth, Nick Mooney and Leslie Frost. The Members are currently appointed by the Board. There has been a delay in the implementation of the Southwest National Park track clearing project (Wild Bushwalking Tracks Fund) due to the impact of the recent bushfires. There is now a good opportunity for promoting some other Gift Fund-supported projects.		
13	Gift Fund activation proposal	SS	Refer to *Memo - Wildcare Gift Fund Activation.* Although the memo states that the CEO has no conflict of interest it was noted that the CEO does have a minor conflict of interest - the CEO's salary is allocated from the Wildcare Corporate account which is a potential beneficiary of the proposed transfer of money from the Gift Fund.	The four recommendations in the memo were accepted by the meeting: 1. Noting of the principle purpose of Wildcare being the protection of the natural environment.	

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			The memo emphases the importance of raising the profile of the Gift Fund. JN: Should we recruit Gift Fund Committee (GFC) Members from within Wildcare or more widely? SS: The Governance Committee should decide. JN: The GFC needs people who have funds and project management skills but also who have an understanding of the value of specific projects. IL: Need to encourage Branches to develop their own budgets and strategies in conjunction with their partners. This will help them in determining their needs for the following year and any potential application to the Gift Fund. SS: The conservation of cultural heritage doesn't come under environmental objectives in the Act. This might impact on Branches that have cultural conservation as a major emphasis. SM: All "cultural sites" would have some "natural environment" aspect. RG: Can't Gift Fund donations be specified for particular purposes eg Frenchmans Cap? We need consistent terminology for the various funds. SC: We can create new focus areas to address this.	2. Noting that the transferring of money to sustain the Wildcare business is as an appropriate use of Gift Fund moneys. 3. Policy guidelines for the transfer of money from the Gift Fund for business purposes be developed. 4. The Wildcare Gift Fund Operating Procedures (GFOP) be reviewed by the Governance Committee. The four proposed actions in the memo were accepted by the meeting: 1. Terms for Gift Fund Committee membership be introduced. A Member recruitment process similar to that adopted for the Wildcare Board be used. The GFOP be amended to facilitate this change. 2. A policy decision be made to open (via advertised periods in which applications for funding can be made) the Gift Fund twice a year as a transition to reducing this to once in the following year. The GFOP be amended to facilitate this change. 3. A Gift Fund performance report be produced on an annual basis which covers donations in, funds out, reviews trends, summarises conversations with natural	SS: Develop policy guidelines for the transfer of money from the Gift Fund for business purposes for consideration by the Board by the next Board meeting. Governance Committee Members: Review and modify the Wildcare GFOP by the next Board meeting.

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				partners and profiles major successes. Acquittal reporting be produced by the Wildcare Office consistent with Fund opening times. 4. A review of the Gift Fund natural partners continues to refresh current relationships and identify new opportunities.	
14	Member Services Coordinator's report	KW	KW gave a Zoom-call overview presentation of her work. The key areas are • Strategic level policies, processes and frameworks • Technical • People ("the action is in the interaction") – enabling the flow of information, sharing stories, encouraging people to get involved, enabling and renewal of Branches. KW's biggest challenge going forwards: effectively communicating change so that people feel they are part of that change and not isolated.		
15	Delegations policy, Board roles and responsibilities & lines of communication	SS/ SAS/GH	SS: Delegations policy (refer to *Memo - Wildcare Delegations Policy):* Discussion points arising from memo: • SS: There should be an approval process for the establishment of a new Branch. • SC: Closure of Branches should be included. • IL: Should be able to report on the relative activity of Branches. SS: A summary of the Branch health checks can be provided to show this (including	The recommendation in the memo that a Delegations Policy be developed for consideration and approval by the Board was accepted. Moved: ES, seconded: RG that a four person sign-off process be developed for approval to establish a new branch. This requires sign-off from the CEO, an elected Board member, a PWS appointee, and a Natural and Cultural Heritage (NCH) appointee.	SS: Develop a Delegations Policy for review by the Board. This should include the four person sign-off process for approval to establish a new branch. By the next Board meeting. SS: Produce a summary of the Branch health checks showing the relative activity

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			information about the activity of some of the "hidden Branches"). • SC: Delegation should be defined down to the Branch President level. SAS/GH: Board roles and responsibilities & lines of communication (refer to *Wildcare Governance Workshop, 2013, p. 10, 12, 14-17):* • Define the "chain of command" within the Board. • Determine who Board Members may communicate directly with. • Define the type, level, nature and frequency of communications with the Board. • Ensure that key proposals are ratified by the Board before being actioned and that Board Members are given sufficient time to consider these proposals.		of the Branches. By the next Board meeting.
16	Public Officer	GH	An incorporated association must have a Public Officer. The key functions of this role are: • Serving as the association's legal official. • Ensuring that an annual return and details of rule changes are provided to Consumer Affairs & Fair Trading. Given that our Constitution no longer requires that the Secretary's role is mandatory should another Wildcare role be the Public Officer?		IL/SS: Recommend which role should be the Public Officer by next Board meeting.
17	Draft Gift Fund applications	SS	Refer to *Gift Fund Application - Small Grants and Wildsc'ool Funding* & *Gift Fund Application - Uplift in Wildcare's Work (Website Development and Marketing).*	The Board agreed that both applications should be forwarded to the GFC.	

#	Item	Raised by	Context/Explanation	Motion/Outcome	Required Action(s)
			It was noted that the requested amount of $24k for Small Grants represents an increase from the 2018 figures *(budget: $16 000, actual: $18 802)*.		
18	Use of Wildcare Event Calendar	SAS/GH	In a recent Branches Zoom Meeting (11/4/19) a statement was made that it was only necessary for an event to fall within the Wildcare authorised scope of a Branch for the event to be "Wildcare-sanctioned". However, on p10 of *The Wildcare Handbook for Branch Leaders* it is stated that an event must also be placed on the Event Calendar for it to be authorised. SAS & GH believe that **major, planned** Branch events should still be required to be placed on the Event Calendar for several reasons, including: • This provides more equitable opportunities for participation for all Wildcare Members. • The calendar can become a marketing/promotion tool for potential members, donors and partner organisations. It is accepted that there are several situations for which placing events on the Event Calendar isn't appropriate: • "Flashmobs" – short lead-time events - perhaps due to taking advantage of last-minute opportunities such as suitable weather forecasts or availability of resources (eg helicopter time, contractor availability) *(insufficient time for "calendar planning")*. • Activities that can't be scheduled eg responses to whale strandings or bushfires *(not "planned")*	Branches should continue to be very strongly encouraged to place their major, planned events on the Wildcare Event Calendar. Existing policy is that publication on the Calendar is a requirement for an event to be authorised by Wildcare. However, on the proviso that events and volunteers meet the control test (see the *Wildcare Insurance Update* memo) it is *not* a requirement for events to be on the calendar for participants to be covered by insurance.	

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			• Activities that have very low limits for participation eg due to transport, accommodation or physical work space constraints *(not "major")*. The item led to a discussion about issues associated with completing website procedures: • Parts of the website usage manual might not be as easy to follow as possible – *provide feedback to KW*. • *Events can be created via an online form that sends details to the Wildcare Office for uploading by another person (Basic Access) or directly via CiviCRM (Advanced Access).* Is there a need for hardcopy forms as well? • There are potentially several people who could assist Branch officer bearers with website procedures eg GH and SAS. KW would probably be able to suggest others. • It is possible to develop videos ("screencasts") showing how to complete some of the more complex and commonly required website procedures.		
19	Internal grants draft policy statement and application form	SS	Refer to *Wildcare Grants Overview and Small Grants Application Form* & *Small Grant Application Form 16 May 2019*. Discussion points: • The new draft application form appears to require less information to be supplied by the applicants, when compared to the existing form. This needs to be reviewed. • The purchase of food and alcohol should be added to the "not in scope" list on the application form.	The proposed grants management process detailed in the memo was approved with an increase in the size of the approval team from three to four members. This requires sign-off from the CEO, an elected Board member, a PWS appointee, and a NCH appointee.	All Board Members: Provide any further feedback about the Small Grants Application form to SS by 14/6/2019.

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			• The need for separate "quick grants" isn't apparent given the ability to approve Small Grants up to $2000 rapidly at any time by a small approval team. • A default small grant to a new Branch should be considered to help them get established. • A four person approval team would accommodate representatives from both PWS and NCH.		
20	Governance Committee formation	SS	The work of the Governance Committee will be to review the GFOP, Constitution and risk management system etc.	The Board agreed to the proposal that a Governance Committee be established to develop risk management and audit standards, review the Constitution and GFOP etc. This group would meet informally in order to minimise administrative workload and speed the process of reviewing the documents. Initial members of the Governance Committee are AS, MB, GC, JN, SM, and SS.	
21	Wildcare Risk Register update	SS	The review and update of the Risk Register will be incorporated into the work of the Governance Committee. GH: Following the review/update by the Governance Committee the Risk Register should be approved by the Board and released as an official document with a version number and date. IL: Proposed that a risk review session is held at a Board meeting following the strategic planning workshop.		
22	Review of Wildcare banking arrangements (action item)	SS	Refer to *Memo - Wildcare Banking Update*. RG thanked SS for actioning this item in such a comprehensive way.		

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			SS: We met with representatives from the Bendigo Bank but weren't particularly enthused. The rates being quoted weren't impressive. An option being considered is moving the term deposits (only) to another financial institution – a dual approach. JN: Bank Australia is considered to have ethical investment strategies (*"We're also the first bank in Australia to have its deposit and home lending products certified 'responsible' by the Responsible Investment Association of Australasia, and through our Impact Fund, we direct 4% of our after-tax profits to projects that help people and the planet"*). GH: The relevant criteria list should include "alignment of Wildcare objectives with the financial institution's investment strategies".		
23	Board calendar review	SC	Refer to the *Revised Board of Management Meetings 2019* table below.		
24	Other items of business		MB: We should develop other reporting measures eg number of volunteers. IL: Discuss this during the strategic planning workshop. IL: Should consider implementing multiple types of membership: eg family, child. Currently, if a person purchases a Parks Pass they only receive a single membership. SC: "Taster membership" for potential members should also be considered. IL: A meeting paper should be produced for any discussion item that seeks an action to allow Board Members to adequately consider the proposals before the meeting. If this is intended to be for decisions then it should include a recommendation. AS: Benefits of annual gatherings of Wildcare Members:		

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			• Allow "champion fundraisers" (eg Peter Franklin, Friends of Mt Field) to share their strategies. • Assistance with planning and applying for grants. • General Branch networking. AS: Recruitment of Board Members: • Evaluate effectiveness of new Board structure in 12 months. • In 2019 too many unsuitable candidates applied, many had inadequate knowledge of Wildcare. • The number of voting Members at the 2019 AGM was largely limited to those that physically attended the AGM. Should there be a ballot of all Members? • Candidate statements should be limited to 200 words, to eliminate extensive and irrelevant CVs. • Advertising for Board Member candidates should be more accessible by Wildcare Members eg during an annual gathering. • Consider holding the AGM at an annual gathering.		
25	Governance		IL: It is worth reading the documents: *ACNC - Governance for Good V3 2018* & *AICD - Not-for-Profit Governance Principles, 2nd Edn, 2019*		

Meeting closed at 3.12 pm

Revised Board of Management Meetings 2019

Meeting	Date	Location	Key Activity
3rd BoM meeting	Friday, 9 August	Derwent Sailing Squadron, Hobart	Strategic planning workshop
4th BoM meeting	Friday, 15 November	Prospect Government Offices, Launceston	Risk review

Actions from Previous Board Meeting 14/2/2019

Item #	Action	Person(s) Responsible	Status
11	Advise internal grant applicants about the success of their applications by 22/2/19. Include a request for Friends of Tasman Island to seek information about appropriate biosecurity procedures for accessing the island.	GH	Complete
14	Prepare a proposal for the "Uplift in Community Awareness about Wildcare's Work" project with funding up to $14k (subject to approval of the Gift Fund Committee). By next Board meeting.	SS	Complete - agenda item 17 above
14	Request approval from the Gift Fund Committee for the funding of Wildsc'ool Projects and Small Grants from the Gift Fund. By next Board meeting.	SC	Complete - agenda item 17 above
14	With consideration of Wildcare's objectives, develop a proposal for which bank Wildcare should use in future. By next Board meeting.	SS	In progress - agenda item 22 above
17	Develop an internal grant policy statement and application form for approval out-of-session for use prior to the next Board Meeting.	SS / SC	In progress - agenda item 19 above
20	Email a link to the PWS Strategic Plan 2018-2021 with the minutes of this meeting.	GH	Complete
21	Send a draft AGM agenda to SC by 25/2/1019.	GH	Complete

Outstanding Actions from Earlier Board Meetings

Meeting Date	Item #	Action	Person(s) Responsible	Status
8/11/18	7	Discuss the cultural heritage aspect of the Gift Fund with the ATO. By next Board meeting.	SS	Agenda item 13 above
8/11/18	8	Investigate media opportunity to promote Bennelong funding to Get Outside program when advertising for contractor to run program. By next Board meeting.	SS	Bennelong funding was profiled through Wildcare website and advertising at the time of putting out the EOI for a contractor. Media was not pursued at the time due to time pressures. This action can be removed while we await another media promotion opportunity.
8/11/18	16	Add potential conflicts of interests to the Wildcare Register of Interests by the next Board meeting.	All Board Members	Completed by CEO and 6 of 10 Board Members. A link to the register will be sent to all Board Members by the Secretary.
8/11/18	22	Develop improved internal grant process documentation (including an upgraded application form) that addresses the	SC & SS	Agenda item 19 above

Meeting Date	Item #	Action	Person(s) Responsible	Status
		identified weakness in the current process. By next Board meeting.		
9/8/18	9	Contact all Branches that have money clearly allocated to them in the Gift Fund and encourage them to apply for these funds. By next Board meeting. Action transferred to CEO from SC.	SS	Complete. All Branches received a communication advising of moneys available and also asking what their ongoing reporting requirements were.
9/8/18	13	Place Fundraising Task Force on next Board meeting agenda for further discussion.	GH	Awaiting completion of systems, people, and governance developments before concentrating on revenue raising – being managed by CEO.
9/8/18	13	Raise the issue of fundraising at meeting with GM PWS. By next Board meeting. Action transferred to CEO from Peter Williams & SC.	SS	In progress. Funding is implicit in the Partnership Agreement being discussed with PWS.
9/8/18	14	Review the Gift Fund Rules. Responsible persons to include CEO.	BT & SS	Agenda item 13 above
31/5/18	18	In conjunction with each of the Board office bearers and a representative of the members in a common role develop/review the role responsibilities documents to produce a consistent and complementary set. By November Board meeting (8/11/18).	SS	In progress - agenda item 15 above Chair and Deputy Chair roles have been defined following Constitution Changes in March 2019.
31/5/18	20	Provide a proposal about the appropriate use of photos by 9/8/18.	SS	In progress. This item is planned for the next Branch leaders' information set: (email communication and June 13 2019 Zoom call).
31/5/18	24	With assistance of interested people (eg KW & GH) review and revise the Presidents' Handbook and recommend an education program to address the requirements for Branch officer bearers. By November Board meeting (8/11/18).	SS	Handbook has been reviewed and an updated version (V6) has been uploaded incorporating changes from KW, SS and GH. An education program for Branch office bearers is being rolled out in 2019. This involves email and Zoom call discussions.
31/5/18	26	Transfer strategic planning workshop follow up item to agenda of next meeting.	GH	Agenda item 23 above