

CENTRAL EAST AGED CARE ALLIANCE INC COMMITTEE MEETING

MINUTES



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Minutes

Central East Aged Care Alliance (Inc)

Committee Meeting

Commencing at 1.18pm

1. OPENING

The Chair, Gary Shadbolt, opened the meeting at 1.18pm welcoming all in attendance particularly those members attending their first CEACA meeting.

2. RECORD OF ATTENDANCE AND APOLOGIES

2.1 Attendance

Mr Gary Shadbolt, Chair

Mr Rod Forsyth, Member

Mr Louis Geier, Member

Mr Ken Hooper, Member

Ms Rachel Kirby, Member

Mrs Eileen O'Connell, Member

Mr Rick Storer, Member

Mr Stephen Strange, Member

Ms Freda Tarr, Member

Ms Onida Truran, Member

Mr David Burton, Deputy Member

Mr Jamie Criddle, Deputy Member

Ms Kerry Damon, Deputy Member

Mr Raymond Griffiths, Deputy Member

Mr Brian Jones, Deputy Member

Mr Greg Powell, Deputy Member

Mr Dirk Sellenger, Deputy Member

2.2 Observers

Mr Stuart Billingham

Ms Catherine Dunn

Mr Bill Fensome

Mr Jim Taylor

Mr Geoff Waters

Mr Cameron Watson

Mr Bruce Wittber

2.3 Apologies

Mr Quentin Davies, Member
Ms Kerry Dayman, Deputy Member
Mr David Holdsworth, Deputy Member
Mr Darren Mollenoyux, Deputy Member

Mr Ian McCabe, Observer

3. DECLARATION OF INTEREST

Pursuant to Clause 18 of the Central East Aged Care Alliance Inc Constitution, Members must declare to the Chairman any potential conflict of interest they may have in a matter before the meeting as soon as they become aware of it. Members and Deputies may be directly or indirectly associated with some recommendations of Central East Aged Care Alliance Inc. If you are affected by these recommendations, please excuse yourself from the meeting and do not participate in deliberations.

This is in accordance with Clause 18.4 of the Constitution which states:

18.4 *When a member or employee discloses a pecuniary interest he or she may neither participate in discussions nor take any part in the decision making process in respect to that matter nor be present when the matter is being discussed or voted upon.*

4. MINUTES OF MEETINGS

4.1 Minutes from a Committee Meeting of the Central East Aged Care Alliance Inc held Monday 12 October 2015 (Attachment)

Minutes from a Committee Meeting of the Central East Aged Care Alliance Inc held Monday 12 October 2015 have previously been circulated.

RECOMMENDATION:

That the Minutes of the Committee Meeting of the Central East Aged Care Alliance Inc held Monday 12 October 2015 be confirmed as a true and accurate record of the proceedings.

RESOLUTION: **Moved: Mr Hooper** **Seconded: Ms Tarr**

That the Minutes of the Committee Meeting of the Central East Aged Care Alliance Inc held Monday 12 October 2015 be confirmed as a true and accurate record of the proceedings.

CARRIED

4.2 Business Arising from the Committee Meeting of the Central East Aged Care Alliance Inc held Monday 12 October 2015

4.3 Heads of Agreement with Access Housing

RESOLUTION: *Moved: Greg Powell* *Seconded: Rick Storer*

That CEACA approach Access Housing to recommence discussions on the establishment of a Heads of Agreement between CEACA and Access Housing.

CARRIED

This matter has not been progressed because Su Groome from Access Housing has been on annual leave.

4.7 Ownership of Assets

RESOLUTION: *Moved: Jamie Criddle* *Seconded: Quentin Davies*

That Members provide the Executive Officer with contact details for the aged housing not for profit organisations operating within their communities in order that invitations can be extended to representatives from each of these organisations to attend a CEACA Meeting in early 2016.

CARRIED

Information has been provided by the following Members:

- Shire of Bruce Rock;
- Shire of Kellerberrin;
- Shire of Koorda;
- Shire of Merredin;
- Shire of Mukinbudin;
- Shire of Westonia; and
- Shire of Yilgarn

Invitations to representatives from each of the aged housing not for profit organisations will be extended to attend a CEACA meeting once the 2016 meeting schedule has been finalised.

5. MATTERS FOR NOTING

5.1 Complying with the *Associations Incorporation Act 1987* – Self-Check (Attachment)

The Department of Commerce publishes a self-check for incorporated bodies such as the Central East Aged Care Alliance Inc (CEACA). The purpose of the self-check is to assist in determining whether a group such as CEACA is complying with each section of the *Associations Incorporation Act 1987*.

A copy of the self-check forms an attachment to the meeting agenda.

In relation to record keeping, the Executive Officer will have available for inspection the following records:

- A copy of the certificate of incorporation;
- A copy of the CEACA constitution;
- The Members Register; and
- The Record of Office Bearers.

These records will be available for inspection at all future in-person meetings.

No action is required – the matter is presented for Members' information only.

6. ELECTION OF A TREASURER FOR THE CENTRAL EAST AGED CARE ALLIANCE INC (CEACA)

Mr Rob Breakell has resigned as the Shire of Mt Marshall's representative to CEACA. Mr Breakell was also the CEACA Treasurer. This necessitates the election by the CEACA membership of a new Treasurer.

RECOMMENDATION:

That _____ be appointed Treasurer for the Central East Aged Care Alliance until such time as the first Annual General Meeting is held and he/she be appointed as a signatory to the bank accounts.

Ms Rachel Kirby was nominated by Ms Truran and Ms O'Connell

Mr Storer nominated Mr Quentin Davies in his absence but subsequently withdrew the nomination.

Ms Kirby was declared elected.

RESOLUTION: Moved: Ms Truran Seconded: Mrs O'Connell

That Ms Rachel Kirby be appointed Treasurer for the Central East Aged Care Alliance until such time as the first Annual General Meeting is held and she be appointed as a signatory to the bank accounts.

CARRIED

On behalf of CEACA, the Chair acknowledged the efforts of Rob Breakell during his time on CEACA and more particularly for his efforts as the group's Treasurer.

7. BUSINESS OF THE MEETING

7.1 Understanding the Associations Incorporation Act 1987 (Attachment)

From Executive Officer

Background:

At the CEACA Meeting held Monday 12 October 2015 the need for training to assist Committee Members to perform their role effectively and understand some of the key legal obligations and rights that apply to CEACA as an incorporated entity was considered, with the Committee resolving as shown below:

RESOLUTION: Moved: Rod Forsyth Seconded: Freda Tarr

That CEACA engage an appropriately qualified person/organisation to facilitate a training session to assist Committee members to perform their role effectively and understand some of the key legal obligations and rights that apply to CEACA under the Associations Incorporation Act 1987.

CARRIED

Executive Officer Comment:

The Executive Officer looked at four organisations as possible providers of training for CEACA:

1. The Australian Institute of Company Directors (AICD);
2. The Governance Institute of Australia (GIA);
3. Kott Gunning Lawyers (Kott Gunning); and
4. The WA Council of Social Service (WACOSS).

A request for a costing to provide training to CEACA's members, however, was made only to Kott Gunning and WACOSS as a search of the AICD's and GIA's websites indicated that their courses, whilst highly relevant were too costly, both in terms of cost per attendee and the time required to complete the training.

In seeking a costing to deliver training to CEACA's membership the Executive Officer provided Kott Gunning and WACOSS with the following information:

- The course would need to be conducted in early-mid March next year in Merredin as it is centrally located for the group's membership; and
- The aim of the training would be to provide an introduction to the legal obligations and core activities of Boards and management committees, specifically for a not-for profit organisation such as CEACA.

Both Kott Gunning and WACOSS have provided costings to provide training to CEACA. Both costings provide half day training as per the brief provided to them.

Kott Gunning's fee for facilitating a half day workshop for CEACA would be \$3,000 plus GST (\$3,300 including GST). The costing includes:

- An interactive power point presentation and answer and question sessions by two experienced legal practitioners;
- A copy of the presentation paper and handouts to the attending members; and
- Travel to and from Merredin.

WACOSS' fee for the half day workshop would be \$2,802.80, plus GST. The costing includes:

- A course tailored for CEACA;
- Learner handouts; and
- A single trainer with extensive experience across a wide range of community organisations throughout all of Western Australia.

An additional fee of \$460.00 would be charged to cover variable costs such as accommodation, car hire etc. The costing provided notes that this is an estimate and that actual costs will be charged. This would make a provisional final cost (inclusive of GST) of \$3,543.08.

There is little to distinguish the two costings. Both offer a training package that should meet the needs and expectations of CEACA. The one distinguishing feature between the two costings is that the one provided by Kott Gunning is a fixed price, covering all aspects and costs associated with delivering the training in Merredin in early March next year. The pricing by WACOSS is segmented into two parts – a fixed cost for delivery of the training in Merredin in early March next year and a variable cost estimate for travel and other expenses.

RECOMMENDATION:

That Kott Gunning be engaged to facilitate a training session to assist Committee members to perform their role effectively and understand some of the key legal obligations and rights that apply to the Central East Aged Care Alliance Inc under the *Associations Incorporation Act 1987*.

RESOLUTION: **Moved: Mr Geier** **Seconded: Ms Truran**

That Kott Gunning be engaged to facilitate a training session to assist Committee members to perform their role effectively and understand some of the key legal obligations and rights that apply to the Central East Aged Care Alliance Inc under the *Associations Incorporation Act 1987*.

CARRIED

7.2 Banking Arrangements for the Central East Aged Care Alliance Inc (CEACA)

Disclosure of Interest: Nil

From Executive Officer

Background:

Following its incorporation action was taken to establish banking arrangements for CEACA.

Executive Officer Comment:

These arrangements have been finalised with CEACA opening two accounts with Westpac:

1. Community Solutions Cheque Account; and
2. Community Solutions Cash Reserve Account.

RECOMMENDATION:

That the establishment of CEACA's banking arrangements be noted.

RESOLUTION: **Moved: Mr Hooper** **Seconded: Mr Forsyth**

That the establishment of CEACA's banking arrangements be noted.

CARRIED

7.3 2015/2016 Audit for the Central East Aged Care Alliance Inc (CEACA)

Disclosure of Interest: Helen Westcott declares an impartiality interest as Byfields Business Advisers provide financial advice to her family

From Executive Officer

Background:

Clause 14 of the CEACA Constitution provides that as soon as practical after incorporation the Committee shall appoint a suitably qualified and certified auditor to audit the books and records of the Association.

The Committee must therefore give consideration to the appointment of an auditor.

Executive Officer Comment:

The Executive Officer seeks authorisation to obtain quotes from the following accounting firms to undertake the 2015/2016 audit for CEACA:

- Moore Stephens (formerly UHY Haines Norton);
- AMD Chartered Accountants;
- Byfields Business Advisers; and
- Lincolns (based in Albany).

RECOMMENDATION:

1. That the Executive Officer seeks quotes from the following accounting firms to undertake the 2015/2016 audit for CEACA:
 - Moore Stephens (formerly UHY Haines Norton);
 - AMD Chartered Accountants;
 - Byfields Business Advisers; and
 - Lincolns (based in Albany).
2. That the CEACA Committee be granted delegated authority to the CEACA Executive Committee to consider and appoint the auditor for 2015/2016.

RESOLUTION:

Moved: Mr Hooper

Seconded: Mr Storer

1. **That the Executive Officer seeks quotes from the following accounting firms to undertake the 2015/2016 audit for CEACA:**
 - **Moore Stephens (formerly UHY Haines Norton);**
 - **AMD Chartered Accountants;**
 - **Byfields Business Advisers; and**
 - **Lincolns (based in Albany).**
2. **That the CEACA Committee be granted delegated authority to the CEACA Executive Committee to consider and appoint the auditor for 2015/2016.**

CARRIED

7.4 Central East Aged Care Alliance Inc (CEACA) Meeting Dates in 2016

From Executive Officer

Background:

Clause 16.1 of the CEACA Constitution states that:

16.1 The Committee shall meet together for the dispatch of business not less than one meeting per quarter year. The Secretary will issue a notice of these Committee meetings not less than 10 days before the date of the meeting.

A meeting schedule for 2016 must therefore be adopted.

The meeting schedule should also take into account the need to hold an Annual General Meeting with Clause 16.12 stating that:

16.12 The AGM shall be held in every calendar year within 4 months of the end of the Association's financial year. The Secretary shall ensure written notice of the meeting is sent to all members, not less than 30 days before the meeting.

Executive Officer Comment:

The following schedule is proposed for the conduct of CEACA meetings during 2016:

Wednesday 9 March 2016	Ordinary Committee Meeting and Half Day Training (Merredin)
Wednesday 8 June 2016	Ordinary Committee Meeting (Teleconference)
Wednesday 7 September 2016	Ordinary Committee Meeting (Teleconference)
Wednesday 2 November 2016	AGM and an Ordinary Committee Meeting (Nungarin)

It is proposed that in-person meetings commence at 9.00am and teleconference meetings commence at 8.00am.

In preparing the proposed meeting schedule the Executive Officer took into account the following dates/activities:

- The Great Eastern Country Zone's requirements to meet during 2016;
- NEWROC Meeting dates (based on its 2015 meeting program);
- WE-ROC Meeting dates;
- The Ordinary Council Meeting dates as shown in the 2015 Local Government Directory;
- The Wheatbelt Conference to be held in Narrogin 7-8 April 2016;
- WALGA elected member training sessions to be held in March and June 2016;
- The Dowerin Field Day;
- The WALGA Local Government Convention;
- LGMA National Congress;
- LGMA State Conference; and
- School Holidays.

RECOMMENDATION:

That CEACA adopt the following meeting schedule for 2016:

Wednesday 9 March 2016	Ordinary Committee Meeting and Half Day Training (Merredin)
Wednesday 8 June 2016	Ordinary Committee Meeting (Teleconference)
Wednesday 7 September 2016	Ordinary Committee Meeting (Teleconference)
Wednesday 2 November 2016	AGM and an Ordinary Committee Meeting (Nungarin)

RESOLUTION: **Moved: Ms Truran** **Seconded: Mr Strange**

That CEACA adopt the following meeting schedule for 2016:

Wednesday 9 March 2016	Ordinary Committee Meeting and Half Day Training (Merredin)
Wednesday 8 June 2016	Ordinary Committee Meeting (Teleconference)
Wednesday 7 September 2016	Ordinary Committee Meeting (Teleconference)
Wednesday 2 November 2016	AGM and an Ordinary Committee Meeting (Nungarin)

CARRIED

7.5 Central East Aged Care Alliance Inc (CEACA) Aged Housing Project – Update on CEACA’s Application for Round 2 National Stronger Regions Funding

From Executive Officer

Background:

The CEACA Committee considered and accepted the final draft of text for its application for Round 2 funding from the National Stronger Regions Fund (NSRF) Program when it met on Wednesday 22 July 2015, with the final application for funding being submitted prior to the closing date for applications on Friday 31 July 2015.

Executive Officer Comment:

Since the last CEACA Meeting there has been no further advice on the success or otherwise of CEACA’s application for funding through Round 2 of the NSRF Program.

A check of the NSRF website advises that the outcome and announcements of successful Round Two applications is expected to be made in December 2015.

RECOMMENDATION:

That the update on CEACA’s application for funding through Round 2 of the National Stronger Regions Fund be noted.

RESOLUTION: **Moved: Mr Hooper** **Seconded: Mr Tarr**

That the update on CEACA’s application for funding through Round 2 of the National Stronger Regions Fund be noted.

CARRIED

7.6 Stage One of the Central East Aged Care Alliance Inc (CEACA) Aged Housing Project – Update (Attachments)

From Executive Officer

Background:

At the last CEACA meeting an update on the EOI prepared for Stage One of the CEACA Aged Housing Project - the provision of project management and engineering services - was provided to Committee members.

Executive Officer Comment:

From the 11 submissions received a shortlist of consultancies was prepared for consideration by the Shire of Merredin. An extract from Council's October 2015 minutes forms an attachment to the meeting agenda. It details the process and actions undertaken to that point. Also attached is the Notice of Tender email from Kevin Greenway of Access Housing to the 5 shortlisted EOI companies with the tender documentation, which details contacts, closing times etc.

Greg Powell as the Shire of Merredin's CEO may have additional information to add to the above report.

Executive Officer Additional Comment:

Greg Powell advised the meeting the Shire of Merredin would consider the shortlist of consultancies at its next ordinary meeting of Council scheduled for Tuesday 16 December 2015.

RECOMMENDATION:

That the CEACA Committee note the update provided on Stage One of the CEACA Housing Project - the provision of project management and engineering services.

RESOLUTION: **Moved: Ms Tarr** **Seconded: Mr Storer**

That the CEACA Committee note the update provided on Stage One of the CEACA Housing Project - the provision of project management and engineering services.

CARRIED

7.7 Central East Aged Care Alliance Inc (CEACA) Aged Housing Project – Preparation of a Further Application for Royalties for Regions Funding

From Executive Officer

Background:

With funding for Stage One of the CEACA Aged Housing Project secured through funding from the State Government via Royalties for Region's Growing our South Initiative (GoS) and its application for NSRF funding for the construction of six (6) houses in Kellerberrin and two (2) houses in Koorda lodged, CEACA's attention has turned to securing funding for construction of the remainder of the houses throughout CEACA's membership.

CEACA's business case must be submitted to the GoS Advisory Group by 1 December 2015.

Work on finalising the business case has been underway since CEACA last met.

A draft of the business case was emailed to Committee Members for comment on Wednesday 4 November with comments to be with the Executive Officer no later than close of business on Wednesday 18 November.

The Executive Officer also advised by email on Monday 9 November that the Wheatbelt Development Commission (WDC) had offered to fund an independent cost benefits analysis to further strengthen CEACA's application for funding for its aged housing project. This offer was accepted.

Executive Officer Comment:

All comments received on the draft business case will be incorporated into a final draft for Committee Members to consider.

The WDC has also provided comment on the draft circulated to Committee Members.

One issue raised by CEACA's Chair relates to Section 2.8 "Critical Assumptions" of the business case and the assumption that Shire rates and charges will be not be payable for the housing constructed by CEACA unless agreed otherwise. This is something that will have to be considered by each of the 11 Councils within CEACA.

At the time of preparing this agenda item the Executive Officer had yet to receive the independent cost benefits analysis.

As part of the advocacy around the CEACA aged care housing project meetings have been held with representatives from the Department of Housing, with the Executive Officer most recently meeting with Mr Jamie Craggs, the Department's A/Business Development Manager Commercial Operations. At this meeting Mr Craggs provided some comment on CEACA's application for NSRF application which has been used in finalising the business case for further funding from the State's Growing the State initiative.

The Department of Housing has expressed interest in the work that CEACA is doing and its Strategic Policy Unit has requested that CEACA provide it with updates as the project progresses. This interest comes from the fact the Department is looking at its policies around aged housing across the State.

RECOMMENDATION:

That, subject to any agreed changes, CEACA's business case for further funding for its aged housing project be adopted and the completed business case be lodged with the Wheatbelt Development Commission by 1 December 2015.

RESOLUTION: **Moved: Mr Forsyth** **Seconded: Mrs O'Connell**

That, subject to any agreed changes, CEACA's business case for further funding for its aged housing project be adopted and the completed business case be lodged with the Wheatbelt Development Commission by 1 December 2015.

CARRIED

8. OTHER BUSINESS

Nil

9. NEXT MEETING

9.1 Meeting of the CEACA Committee

Wednesday 9 March 2016 Ordinary Committee Meeting and Half Day Training (Merredin)

9.2 Meeting of CEACA Executive Committee

At a time and place to be determined

10. CLOSE OF MEETING

There being no further business the meeting was declared closed at 1.43pm

DECLARATION

These minutes were confirmed by the Central East Aged Care Alliance Inc at the meeting held Wednesday 9 March 2016

Signed _____
Person presiding at the meeting at which these minutes were confirmed