**Minutes of 2020 PWDA Annual General Meeting**

On 11 November 2020, 6.15pm – 7.55pm

Via Zoom and

Level 8, 418a Elizabeth Street, Surry Hills NSW 2010

**Present:**

Members and PWDA Staff:

Adrienne Prazauskas (Minute Taker) Carolyn Talbot, Andrew Emerson, Andrew Fairbairn, Annette Maguire, Brooke Scott, C Moore, Carly Findlay, Carolyn Frohmader, Chloe Polgaze, Dannye Radakovich, David Abello, David Urquhart, Fiona Caskie, Jacki Brown, Jana Dolezalova, Jarad McLoughlin, John Moxon, Julie Haraksin, Katharine Annear, Katielee Simpson, Kelly Cox, Kevin Boyce, Lauren Henley, Lisa Harris, Lyndall Hunt, Margaret Moxon, Margherita Coppolino, Mark Cicala, Nicole Lee, Roslyn Sackley, Rowena Specht-Whyte, Samantha Connor, Shane Hryhorec, Stephin Hargreave, Tammy McGowan, Tanya Carroll, Zoe Mithen, Nidhi Shekaren, Sarah Hansford, Tracey Hughes, Danielle Lawless, Colin Henson, Jackie Softly, John Arbouw, Kochava Lilit, Melinda Harrison, Sarah Hansford, Suresh Rajan, Therese Sands, Ian Irwin, Joana d’Orey Novo.

External providers and advisers:

2 Auslan Interpreters, Josh Harper from the Streaming Guys, Alex Cowell from Purpose Accounting, Siobhan Simpson from Stewart Brown, Robert Gibson from HWL Ebsworth

The Zoom link had been provided to members due to COVID-19.

**Apologies**:

Gail Tang-Demetriou, Timothy Jones, Myrell McDougall, Karin Waldmann (Acting CEO of PWDA)

*The meeting started at 6.15pm*

The Chair acknowledged the interpreters and support people in the room.

**Welcome to Country**

David Abello, President of Board of PWDA provided the Welcome to Country.

**Rules of Engagement**

The Chair made it clear that this was not a public meeting. Only members of PWDA, support people to members, those holding proxies for members, PWDA directors, its auditors, and PWDA staff and advisers were entitled to be in the meeting. He requested attendees to not post about this meeting on social media, including Facebook and Twitter, and asked that people do not record the meeting.

We will be using Zoom virtual function to vote, move and second resolutions. Time of 30 seconds

The Chair then explained the voting method for the motions.

1. **Procedural Matters**

The Chair presented the apologies and reported on directed and undirected proxies received.

* 22 Members have sent in proxies.
* 18 directed proxy
* 4 undirected proxy – 1 to the Chair, 1 to Andrew Emerson, 1 to Samantha Connor, 1 to Angela Williams.

**Motion 1: that the apologies and the proxies for the PWDA AGM be accepted**

**Motion carried.**

Moved: Joana d’Orey Novo | Seconded: Mark Cicala | **Motion carried.**

1. **Minutes of the 2019 AGM**

**Motion 2: that the minutes of the 2019 AGM be adopted as a true and accurate record of that meeting.**

Moved: Joana d’Orey Novo | Seconded: Colin Henson | **Motion carried.**

1. **Presentation of Annual Report**

The Chair presented the President’s Report

**Motion 3.1: that the President’s report be accepted.**

Moved: Joana d’Orey Novo | Seconded: Lauren Henley | **Motion carried.**

The Treasurer’s Report and the Audited Financial Statements were presented by Joana d’Orey Novo

David informed the meeting that Alex Cowell from Purpose Accounting and Siobhan Simpson from Stewart Brown, in her role as Auditor are both present to answer any questions Members may have.

***Question from Member Nidhi Shekaren:*** With regards to funding grants being moved to next year, with COVID-19 how long will these be grants be available, will they be removed if not used?

***Answer from Joana d’Orey Novo*** is that we will need to cross that bridge when we come to it given the uncertainty of COVID-19 and its future impact. It is also dependant of DSS.

***Question from Member Ian Irwin:*** How much of $384,000 or $700,000 is represented by unacquitted programs through to next year. What is surplus and what is already committed to a program down the line.

**Answer from Alex Cowell from Purpose Accounting:** The $384,000 recorded is a true surplus to the organisation and does not represent any unacquitted funds. Where a rollover is requested it is shown as a liability in the Balance Sheet.

**Question from Member Suresh Rajan:** What was the amount of Job Keeper Allowance received? And if the Job Keeper Allowance was not received would we have ended up in a surplus that has been disclosed in the accounts?

**Answer from Alex Cowell from Purpose Accounting:** The Job Keeper money up to June 2020 did contribute to the surplus, it wasn’t the entire amount of the surplus, but it was helpful.

**Question:** Do you have a ballpark figure of the $384,000 that was Job Keeper?

**Answer:** Alex said he would obtain the figure and report back to members.

**Motion 3.2: that the Treasurer’s Report be accepted.**

Moved: Joana d’Orey Novo | Seconded: Tanya Carroll | **Motion carried.**

***Comment by Member/Director Samantha Connor:*** Samantha wanted to inform the meeting that herself and Kelly Cox have not signed the Directors Declaration in the Audited Financial Statements even though it has been moved by majority of Board.

**Motion 3.3: that the Audited Financial Statements be accepted.**

Moved: Joana d’Orey Novo | Seconded: Tanya Carroll

46% for; 12% against; 41% abstained | **Motion carried.**

1. **Appointment of Auditors**

The Chair reported that PWDA was satisfied with Stewart Brown’s work and proposed to engage the firm as auditors for the financial year 2020/21.

**Motion 4: that Stewart Brown be appointed as auditors for the financial year 2020/21.**

Moved: Joana d’Orey Novo | Seconded: Jarad McLoughlin | **Motion carried.**

1. **Report from Returning Officer**

The Chair informed the meeting that PWDA that the services of Corp Vote to independently conduct the election for one President and 5 Director positions on the Board.

The Chair presented the Returning Officer’s report on behalf of Timothy Jones who was unable to attend this evening. There were 2 nominations for the Presidents Role and 21 nominations for the 5 Director roles, with one candidate withdrawing from Nomination during the election process. The Returning Officer reported that 9 valid postal votes and 349 formal online ballots were received by the close of polls. Account method was multiple preferential.

In relation to the position of President Samantha Connor was voted in.

In relation to the positions of Directors the following candidates were selected:

Katharine Annear, Andrew Fairbairn, Marayke Jonkers, Nicole Lee and Suresh Rajan

In relation to resignations: Joana d’Orey Novo handed in her resignation from Board.

**Motion 5.1: That the Returning Officer’s Report be accepted and adopted.**

Moved: Joana d’Orey Novo | Seconded: Kylie-Anne Derwent | **Motion carried.**

**Motion 5.2: That the appointment of the following to the PWDA Board be approved.**

President - Samantha Connor

Moved: Joana d’Orey Novo | Seconded: Chloe Polgaze | **Motion carried.**

Director - Katharine Annear

Moved: Joana d’Orey Novo | Seconded: Mark Zicarla | **Motion carried**

Director - Andrew Fairbairn

Moved: Joana d’Orey Novo | Seconded: Mark Zicarla | **Motion carried**

Director - Marayke Jonkers

Moved: Joana d’Orey Novo | Seconded: C Moore | **Motion carried**

Director - Nicole Lee

Moved: Joana d’Orey Novo | Seconded: Tanya Carroll | **Motion carried**

Director Suresh Rajan

Moved: Joana d’Orey Novo | Seconded: Julia Haraksin | **Motion carried**

The Chair congratulated the new Board members.

1. **John Moxon Addressed the Meeting**

John thanked David for the opportunity. Following the EGM a few members assembled on-line and discussed the issue of PWDA and the way forward. He is not talking just on his behalf but for the following Members who co-signed a letter that went to the Board: Craig Wallace, Suresh Rajan, Nicole Lee, Julia Haraksin, Ian Irwin, Stewart Mawby, Margaret Moxon, John Moxon, Robyn Ryan, Jax Jackie Brown and Heidi Forrest.

What they were trying to do is find a better way forward for PWDA and recommend that the Board consider some of the issues that they see as a better way forward and in particular to looking for an increase in the amount of consultation that the organisation has with its membership and people with disabilities that are not members. Looking for opportunities such as meetings several times a year where its an open forum and people can raise issues that are important in their lives so PWDA, the Board and staff are aware of the issues of the members that they are not seeing face to face in contact. This includes meetings outside of the city so its inclusive to all members.

The group believes strongly that it is the role of the board to develop policy and draw on the experience and expertise of the staff and that the Hierarchy of PWDA should be seen as the following:

* + The Members
	+ The Board
	+ The President
	+ The CEO
	+ The Staff

The Board takes its direction from the Members, The President takes his/her direction to the CEO who is then responsible of getting the staff to do what the members want.

He also expressed that the group feel that it is important for the organisation to have a very clear Conflict Resolution and Complaints Handling process where an independent conciliation and arbitration process so that there is an opportunity for those accused to answer the accusations in a fair way. The group also feels it is important as well that the Board has a Governance Committee made up of a panel of expert people who can be there to ensure that the Board takes action legally and in due process.

The group also expressed that there are clear financial delegations so that those who have the power to spend money, spend within their limits and that there is an external audit process to ensure that those limits are not exceeded by anybody.

The above and other points not discussed were put to the Board by letter to be discussed as motions in tonight’s AGM. The Board decided not to put forward the motions requested.

It has now been asked that the new Board gives serious consideration to the recommendations of the letter sent to previous Board in August 2020 and communicate to the Members these recommendations and be able to comment on what has been presented to the Board and at a future meeting be voted on by Members or Board can respond with feedback.

**Resignation of Joana d’Orey Novo**

Joana wanted to thank John and other members who are part of this group and their passion and committed connection of PWDA which is an organisation who is loyal to its members.

No further business had been notified to the meeting.

*The meeting closed at 7.55pm.*

**Samantha Connor**

President

People with Disability Australia Ltd

Date: 21 December 2020