

AGENDA	MINUTES
<p>Date: 30 November 2023 Time: 5.30pm Venue: Point Lonsdale Boardroom / Online via Microsoft Teams</p> <p>Attendees: BCH Board of Directors: Fay Agterhuis; Tim Walsh; Rod Slattery; Robert James; John Lesser; Kristina Dimasi; Lucy Simms; Mark Harris</p> <p>Invited Guests: Mary Spencer - Department of Families, Fairness & Housing Cassandra Gravenall, Associate Partner Audit - Crowe Australasia Simon Montgomery – Barwon Health</p> <p>Financial Members: Jenny Gibbs; Val Lawrence</p> <p>11 BCH staff</p> <p>Minute taker: Executive Assistant to the CEO & Board</p>	

Item	Point of Discussion	Resolution and/or Decision	Action Required Responsibility & Date
1. Meeting open	The Meeting opened at 5:32pm		
2. Welcome Apologies	Deputy Board Chair, Tim Walsh, welcomed everyone present to the meeting, and acknowledged the meeting was being held on the lands of the Wadawurrung people and paid respects to Elders both past and present, and acknowledged the presence of any First Nations People Formal apologies were received from: <ul style="list-style-type: none"> • Senator Sarah Henderson • Alison Marchant MP, Member for Bellarine 		

<p>Proxies</p> <p>Special Resolutions</p> <p>Conflicts of Interest</p>	<ul style="list-style-type: none"> • Beverley McArthur MP, Member for Western Victoria Region • Mayor Trent Sullivan, City of Greater Geelong • Louise Galloway, Department of Health • Frances Diver, Barwon Health • Jean Paul, BCH Board Director • Financial members: Renae Chapman and Michael McAlister <p>Two proxies were received by the cut off time</p> <p>No special resolutions were received</p> <p>No Conflicts of Interest were declared</p>		
<p>3. Appointment of Board Directors</p>	<p>Section 11.4.2 of the BCH Constitution states “The Board may at any time directly appoint up to four Directors for terms up to three years, and the period may be extended upon such terms as determined by the Board.”</p> <p>The terms of Board Director and Chair, Fay Agterhuis and Board Director Kristina Dimasi were to expire at this AGM. The Board resolved via circular resolution on 30 October 2023 to re-appoint both Fay and Kristina for a period of 3 years to the 2026 AGM.</p> <p>The Board will meet immediately following this AGM to determine Board office-bearer positions for the next 12 months.</p> <p>As Fay Agterhuis was the Chair of the Board for the period that this AGM relates to, Deputy Chair Tim</p>		

	<p>Walsh offered for Fay to Chair the remainder of the meeting.</p> <p>Fay took the position of Chair for the remainder of the meeting.</p>		
4. Confirmation of 2022 Annual General Meeting Minutes		<p>Motion: That the Minutes of the Bellarine Community Health Annual General Meeting held on Wednesday 23 November 2022, as circulated, be confirmed as an accurate record.</p> <p>Moved: Fay Agterhuis Seconded: Lucy Simms</p> <p>Motion carried</p>	
5. Board Chair Report for 2022-2023 – Fay Agterhuis	<p><i>“Another year, another AGM and most importantly another set of stories to share about our organisation, BCH, our board, our team, our volunteers and our communities.</i></p> <p><i>Like every organisation there are highs and there are lows. For BCH that is also true but we are now reaching a point where the highs are beginning to outpace or outweigh the lows.</i></p> <p><i>This year BCH has innovated, advocated, supported, created new projects, brokered partnerships and celebrated the completion of projects.</i></p> <ul style="list-style-type: none"> • <i>Portarlinton refurbishment;</i> • <i>and now in very real terms beginning the Ocean Grove project.</i> <p><i>There has been much preliminary work happening in the background to get to this stage and without a doubt a</i></p>		

sign on a site does signify that something is about to happen. It makes the planning real.

In talking about both these projects it would be remiss to not acknowledge the funders, our staff, the amazing fund-raising efforts of the Portarlington Auxiliary members and in the case of the Ocean Grove Project the generosity and community spirit of the Corless Family who gifted the land to us.

I have talked in the past that we operate in a VUCA environment:

A world of

- *Volatility*
- *Uncertainty*
- *Complexity*

and

- *Ambiguity*

It is the way of the world we live in and perhaps more so post covid. We only need to reflect on the past few months to know that it is true.

Change is constant and change is unpredictable, but we do the best with what we have and always strive to do better for our communities. In saying that, our communities are our people no matter where they come from, who they are or what they do.

The role of the Board is critical to the organisation and even more so in times of change.

Directorship is not just sitting around a table once a month and attending another meeting or two.

Our role is to govern, to set the vision, to set the strategy and to set the direction of the organisation. We have ultimate accountability for the delivery of safe and quality care, and, at times, our main task is to steady the ship.

We have done plenty of steadying over the past few years and are now ready to take on a more strategic role.

Most importantly Boards must question and communicate. Our Board membership needs to be reflective of our communities and the work of the organisation.

In 2023 we have spent time developing our understandings of the Aged Care reform agenda and committed to undertaking a Board review in 2024 to ensure that we continue to grow as a board that is professional, is skilled and is contemporary in our knowledge base.

A Board is made up of people and I wish to thank my fellow Directors for their support and hard work over the past 12 months.

- *Tim Walsh Deputy Chair*
- *Rod Slattery Treasurer*
- *Rob James*
- *Kristina Dimasi*
- *Jean Paul*
- *Lucy Simms*
- *Mark Harris*
- *John Lesser*

	<p><i>And in closing a well-deserved thank you and acknowledgement of their work to Garry and the entire BCH executive team and staff.”</i></p>		
<p>6. Financial Report 2022-2023 – Rod Slattery, Treasurer</p>	<p><i>“This is my fourth AGM as Treasurer and I am pleased to report that the strategy that the Board and the Executive Team have been focusing on over the last 3 years is reaping rewards and our goal of being financially sustainable as a community health business is getting closer despite many ongoing challenges.</i></p> <p><i>I am pleased to present the Annual Audited Financial Report for the Year Ended 30 June 2023 which was recently signed off by our Auditors, Crowe, and approved by the Victorian Auditor-General’s Office.</i></p> <p><i>The opinion confirmed the Financial Statements as giving a true and fair view of BCH’s financial position and that we are complying with the Charities and Not-for-Profits Regulations. The Auditor presented to the Finance Committee on 19 October and advised:</i></p> <ul style="list-style-type: none"> <i>○ The audited accounts reflected our management accounts – no material adjustments</i> <i>○ Provisions and disclosures in order</i> <i>○ Control environment sound</i> <p>P & L Statement</p> <p><i>The Operating Result was a small deficit of \$58k which on balance was a good result given the budget was a forecast deficit of \$327 – the pleasing aspect is that we have continued the trend of recent years of stabilising the business and breaking even on an operational level.</i></p> <p><i>The table, which we call a waterfall table, highlights the movements in the key areas of the business from 1 July 2022 to 30 June 2023 illustrating a net decline of \$143k</i></p>	<p>Motion: That the Audited Financial Accounts for Bellarine Community Health Ltd for the year ended 30th June 2023 be accepted.</p> <p>Moved: Rod Slattery Seconded: Tim Walsh</p> <p>Motion carried</p> <p>No questions were raised in relation to the 2022-2023 Financial Report.</p>	

over the 12 month period. Some key observations on increases and decreases over the period:

- Various grants (excluding Capital) to fund the business and fees for service have grown
- Wage costs increased by \$365k with minimal change to the head count
- Reduction in non-recurring funding of \$357k largely due to the Dental initiative not continuing beyond FY22
- Growth of our Home Care Package service

As mentioned last year over 70% of expenditure relates to staff salaries which is the most significant driver of the financial outcome – we must deliver good services at an appropriate productivity rate to ensure the most efficient use of resources related to funding levels this is not always easy!

Looking forward ...as noted earlier, the ongoing challenge is to make BCH a financially sustainable Community Health business. Whilst our FY24 budget depicts a surplus of \$21k the Board and Management must continue to improve BCH's financial performance.

Statement of Financial Position

The Net Asset position has improved by \$2.8m which largely reflects the donated land and also the renovations to Portarlington.

The current ratio percentage has dropped due a significant amount of investments (\$6.9m) allocated to non-current assets. As noted on the slide the nature of these investments is such that they are relatively easily converted to cash. In reality our current ratio percentage is 1.24% which is a healthy position.

	<p><i>The increase of Other Liabilities (Current Liabilities) from \$2.8m to \$5.1 m relate to unspent capital grants on the Ocean Grove project</i></p> <p><i>BCH is currently holding surplus cash of approximately \$2m</i></p> <p><i>I would like to thank Kathy Russell and Dillon Butten for their ongoing efforts in managing the financial affairs of BCH. The reports they provide to the Finance Committee and Board are comprehensive and the support they provide to Gary and the Management team is invaluable.</i></p> <p>Questions <i>I would be happy to take any questions on the FY23 Financial Statements as presented.”</i></p>		
<p>7. Appointment of Auditor</p>	<p>In accordance with Section 9.2.4 of the Bellarine Community Health Constitution, the appointment of the Auditor is to be confirmed at the Annual General Meeting.</p> <p>Bellarine Community Health Ltd is required to complete the annual financial audit under the control of the Victorian Auditor-General (VAGO).</p> <p>VAGO appoints an agent to conduct the audit on their behalf. For 2023/24 this agent is Crowe.</p>		
<p>8. CEO Report for 2022-2023 - Garry Ellis</p>	<p><i>“We usually make a comment about the past year being very difficult, and they always are. However, with BCH having come through the COVID pandemic relatively unscathed, our challenges don’t seem to have been as major.</i></p>		

However, operating in the current economic environment is still very difficult. We have a growing population leading to growing demand for our services, but funding remains constrained. We adapt as well as we can to match our resources with the demand, but our ability to fully deliver all that is required by our community is often limited.

Given this environment it is pleasing to report that the financial turnaround strategy implemented by the Board of Directors in 2020 has achieved significant success, with the operating result (excluding depreciation, donated land and capital income) for 2022-23 being a small deficit of \$80k.

This result has been achieved by a continuing focus on productivity and funded target achievement. While adapting to this concept has not been without its challenges, our staff have responded positively, with targets met consistently and client feedback reflecting the high quality of care delivered.

We saw some major achievements in 22-23:

- We had successful outcomes in the NDIS Mid-Cycle Review, and accreditation under the National Safety and Quality Primary and Community Health Care Standards - BCH was amongst the first agencies to undergo this review, with positive results and comments from the auditors.*
- The redeveloped Portarlington building was opened in April. This project allowed the restart of group programs at the site after a long absence. Clients are enjoying the large, light-filled space.*

The Portarlington Ladies Auxiliary has occupied a significantly larger space for the “Op-Shop” created as part of this project. It is reported that business is booming!

- *We publicly announced the donation of a block of land by the Corless family, developers of the Kingston Estate in Ocean Grove, to BCH. This land will be the site of our new child, youth and family hub that will serve the Bellarine community as it continues to grow over coming years. Without the support of the Corless Family and funding from the Commonwealth Government, this project could not proceed.*

We continue to be an active member of the Alliance of Rural & Regional Health (ARRCH) and Community Health First. These groups have been successful in raising the profile of community health as a major contributor to the overall health sector in Victoria. Several proposals have been put to government for new and innovative statewide services and we are awaiting the outcome of these submissions.

We look forward to some new challenges in the coming year – adapting to the aged care reforms, preparing for the changes to aged care service delivery and funding that are coming, and our continuing focus on quality service delivery.

We sincerely thank our Volunteers, Staff, Executive Team and Directors for their continued diligence, passion, and commitment to providing services to our community. Each individual or collective action makes a

	<p><i>positive difference, and working as a team, the outcomes are multiplied.</i></p> <p><i>We also thank and recognise our funders, including the State and Commonwealth governments, donors and philanthropists, and other stakeholders and partners who make what we do possible.”</i></p>		
9. Staff and Volunteers	<p>Fay Agterhuis, on behalf of the Board, acknowledged the continued dedication and hard work of the BCH staff and volunteers over the past 12 months.</p> <p>A number of employees reached significant years of service milestones 2022-23.</p> <p>A number of volunteers also reached milestone years of volunteering with BCH in 2022-23.</p>		
10. General Business – Questions and Answers	No questions were raised.		
Meeting closed: 6.01pm			

Adopted as a true and accurate record of meeting:

Fay Agterhuis
Board Chair
XXX (AGM 2024)