

MINUTES OF ANNUAL GENERAL MEETING



Date: Friday 23 October 2020
Time: 7:15 – 9:05pm
Location: Sferas, 191 Reservoir Road, Modbury

Tim Jackson (Chair of the Board) opened the meeting at 7:15pm.

1. Welcome to Members and Guests

Tim Jackson, Chairperson of the Lighthouse Disability Board, extended a warm welcome to Board members, Lighthouse Disability members, clients, families, staff and volunteers.

Board Members Present:

Tim Jackson (Chair), Lea Stevens (Deputy Chair), Jani Baker, Wayne Gibbings, Matthew King, Levi Mitchell, Anna Nolan, and Sarah Scammell.

Members of Lighthouse Disability Present:

Sue Andrews (Life Member), Richard Bruggemann (Life Member), Chris Andrews, Karen Collins, Barb Davis, Steve Denholm, Marj Ellis, Elice Herraman, Trevor Herraman, Raelene Luestner, Dennis Luestner, Pat Netschitowsky, Joan Russell and Sharon Williams.

Non-Members Present:

Louise Bastian, Alan Davis, Peter Hall, Jess Hargreaves, Michelle Holian, Jane Hyde, Sam Hyde, Ray Johnson, Megan Kane, Amanda Patterson, Gary Stevens, Jen Thompson and David Wilkins (minutes). Virginia Hickey (present by Zoom for item 7)

Apologies:

Members: Ken Algate (Life Member), Barry Bishop, Gill Halliday, Karren Kelly, Corey Martin, Lee Norman (Life Member), Tamela Scotcher, Kaye Turner and Phil Turner.

Proxies:

Chris Andrews held the proxy of Corey Martin
Pat Netschitowsky held the proxy of Gill Halliday

The Chair acknowledged we were meeting on Kurna land and paid respect to Elders past, present and emerging and to their cultural heritage, beliefs and relationships with the land.

The Chair congratulated Richard Bruggemann (Life Member) on his recent selection as Senior South Australian of the Year.

2. Confirmation of minutes of meeting held on 25 October 2019

Motion

That the minutes of the Annual General Meeting held on 25 October 2019 be taken as read and confirmed.

M: Sue Andrews S: Wayne Gibbings

CARRIED

3. Chair of the Board's Report

The Chair provided an overview of the transformation of the disability sector and the challenges this presents to the organisation. In 2019/20, the implementation of the new service delivery model occurred which changed the way services are provided to clients by Lighthouse Disability.



The Chair highlighted the impact of the COVID-19 global pandemic and the incredible way staff, along with the organisation, responded to the challenges this presents.

The Chair noted the purpose of the organisation, as outlined in the Objects of the Constitution, is what strives our work day-to-day. Looking to the future, the Chair spoke about the Royal Commission, the reform to the NDIA and exploring partnerships with housing providers. Over multiple years, the organisation has delivered surpluses which has enabled investment in key areas to build the capacity of the organisation.

The Chair spoke about the Board, who are responsible for the performance of the organisation, and thanked Directors for their contribution over the last 12 months.

Motion

That the Chair of the Board's report be accepted.

M: Lea Stevens S: Elice Herraman

CARRIED

4. Treasurer's Report

The Chair of the Board thanked Matt King, along with the Members of the Finance Committee, for their efforts in overseeing the finances of the organisation.

Matt King (Chair of the Finance Committee) noted the year ending 30 June 2020 resulted in a surplus of \$4.1 million (compared with \$3.4 million in 2018/19) with operating revenue increasing from \$25 million to \$30 million. The surplus, as a percentage of revenue, is consistent with the previous year, at 14%. Employee expenses are also consistent with the prior year, at 78% of revenue. Lighthouse Disability also received an advance from the NDIA of \$2 million in light of the COVID-18 pandemic to assist with cash flow.

In closing, Matt King noted the operating surpluses increased the capacity of the organisation to invest in the quality of services. Matt also thanked Levi Mitchell and Anna Nolan for their contribution, as Members of the Finance Committee, along with Marj Ellis and the Senior Leadership Team for their hard work and assistance over the last 12 months.

Motion

That the Treasurer's report for 2019/2020 be accepted.

M: Richard Bruggemann S: Karen Collins

CARRIED

5. Appointment of Auditor

Motion

That HLB Mann Judd be appointed as the Auditor of Lighthouse Disability.

M: Matthew King S: Levi Mitchell

CARRIED

6. Election of Directors

There are two people who are each 'recommended as a candidate for election by the Nomination and Appraisal Committee' and nominated by the Board, pursuant to Clause 13.4 of the Constitution.

Motions

That Anna Nolan be elected as a Director of the Board of Lighthouse Disability.

M: Joan Russell S: Sharon Williams

CARRIED



That Levi Mitchell be elected as a Director of the Board of Lighthouse Disability.

M: Joan Russell S: Sharon Williams

CARRIED

Virginia Hickey joined the meeting via Zoom.

7. Remuneration of Directors

There is a proposal that Directors be remunerated, pursuant to Clause 14 of the Constitution.

The Chair determined the vote would be conducted by a poll and would be a secret ballot. The Chair determined David Wilkins would be appointed as a Returning Officer for the conduct of the secret ballot.

The Chair noted the following people had declared a material personal interest in the matter: Tim Jackson, Lea Stevens, Matthew King, Wayne Gibbings, Sarah Scammell, Jani Baker, Anna Nolan, Levi Mitchell.

The Chair noted the Constitution provides for the payment of Directors, with the aggregate amount to be fixed by special resolution of the Members. In the context of the growth of the organisation, along with the disability sector, the Chair outlined Directors carried considerable corporate responsibilities.

In summary, those in favour of the motion noted the decision to be made was about the amount of remuneration for Directors, not whether Directors should be paid, as this decision is already made by the Constitution. Further, the organisation needs a high level of skills, knowledge and commitment from its Directors and remuneration is one way of reflecting the responsibilities and expectations of the position.

Those opposed to the motion raised concerns about the eligibility of Directors to participate in the decision; submitting Directors have a conflict of interest and should abstain from voting. Further, questions were raised about the amount of remuneration proposed to be allocated and suggested these funds should be invested in improving service quality for clients, rather than remuneration of Directors.

In response to questions about the eligibility of Directors to participate in the vote, the Chair noted legal advice had been received which provided that a Director is not restricted from attending or voting on a matter that they have an interest, so long as the relevant Director discloses the interest before the matter is considered.

Motion

That the aggregate amount of remuneration available for Directors does not exceed \$190,000 in any one year.

M: Joan Russell S: Karen Collins

LOST

The Returning Officer provide a report of the secret ballot, which was scrutinised by Jane Hyde and Trevor Herriman. 19 ballot papers were issued, with the results as follows:

| | | | |
|-----|----------------|----|---------------|
| YES | 10 votes (53%) | NO | 9 votes (47%) |
|-----|----------------|----|---------------|

As the number of votes cast in favour of the motion was not 75% of the total votes cast, the motion failed.



8. Retirement of Chief Executive Officer

The Chair thanked Marj Ellis for her seven years of service leading Lighthouse Disability and her achievements in the role for clients and families. On behalf of the Board and staff, he presented her with a bouquet of flowers in appreciation.

The Chair also announced that in recognition of her significant contribution to Lighthouse Disability, Marj had been appointed as a Life Member.

Motion

That Members express their sincere appreciation and deep gratitude to the Chief Executive Officer, Marj Ellis for her outstanding leadership and service to Lighthouse Disability for the past seven years.

M: Richard Bruggemann S: Joan Russell

CARRIED WITH ACCLAMATION

9. Any Other Business

The Chair invited Directors to stand and introduce themselves to Members.

The Chair introduced the new Chief Executive Officer, Michelle Holian, who provided a brief introduction and expressed her gratitude and best wishes to Marj Ellis on her retirement.

10. Close of meeting

The Chair closed the meeting at 9:05 pm.

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|---------------------------|-------------|
| Tim Jackson | Date |
| Chairperson | |
| Board of Directors | |