

Board Meeting 20 October 2022

MINUTES

SPECIAL MEETING GOULBURN VALLEY REGIONAL LIBRARY CORPORATION

Held on Thursday 20 October 2022
via Zoom
Commenced at 2:00pm
Finished 3:15pm

BOARD MEMBERS in attendance

Cr Julie Brooks, Moira Shire Council (Chairperson)
Mr Derek Poulton, Greater Shepparton City Council (deputy
Chairperson)
Cr Reg Dickinson, Strathbogie Shire Council
Ms Dawn Bray, Strathbogie Shire Council
Ms Kym Bailey, Greater Shepparton City Council
Ms Jessica Bonaddio, Moira Shire Council

Chief Executive Officer – Kevin Preece

Vision

We connect, empower and inspire our communities.

Meeting opened at 2:00pm

All attended remotely via Zoom.

The meeting was recorded for viewing by non attending members.

1.0 Acknowledgement

The Chairperson read the acknowledgement of the first nation's community.

"We acknowledge the traditional owners of the land where we now meet and pay respect to their elders past and present."

2.0 Apologies

Louise Mitchell, Matt Jarvis submitted an apology prior to the meeting.

3.0 Declaration under acts, regulations, codes or local laws & declaration of any interest or conflict of interest

3.1 Meeting Declaration

The meeting declaration was read. No interests were declared.

4.0 Future Governance - presentation by Leanne Williams

Leanne Williams is the CEO of West Gippsland Regional Library Corporation and the newly formed Myli – My Community library.

West Gippsland RLC has transitioned to a new Not for Profit Corporation – Limited by Guarantee, under the Australian Corporations Act.

Leanne is also the Chairperson of Public Libraries Victoria.

Leanne made a presentation on the journey West Gippsland RLC have undertaken to comply with the new Local Government Act 2020.

Leanne's presentation covered.

- Governance model options available for consideration
 - o Take in house (not what they wanted)
 - o Hub and spoke model (required disbandment and one Council would still have to take in house)
 - o Incorporated Association – required 5 members (we had 3) and couldn't trade interstate
 - o Company (for profit) – could not be a charity and would raise concerns from the community. Only required 2 members
 - o Company not-for-profit – be a charity – required 3 members. Supported growth
 - o Joint venture – not eligible for a charity
- Risk Assessment process
 - o Informed desired model

- Filler the LGA requirements
- Guided the development and transition
- Constitution
- Accounting
- Naming
- Formation
- Transition
 - Deeds
 - Library Agreement
- Growth
 - Cardinia joining
 - Revenue diversification opportunities long term (requires focus, skills and investment)
 - More Councils can join Myli and not geographically constrained
- Board Composition (links to risk assessment)
- Cost to transition
- Complexity
- Lessons learned
 - More complex than anticipated
 - Higher than anticipated legal costs that are still ongoing
 - Required expertise
 - Time and focus required

Questions raised by the Board included;

Derek – Board composition – skills based or Council representative?

Dawn – Project Management – Internal or utilising consultants?

Kym – Board member remuneration, extend to Councillors?

Derek – Director skills, terms and Councillor or Officer reps?

Leanne described their approach to each of these questions.

The Chair thanked Leanne for her time and presentation.

5.0 Annual Operations Report 2021-22

The draft Annual Operations Report 2021/22 was distributed for comment and review prior to the meeting and discussed..

The Minister has advised that Regional Library Corporations have until 31 October 2022 to submit their approved Annual Reports to the Minister for noting.

The CEO advised that he would like to get Board feedback and comment by Monday 24 October 2022 to enable us to finalise the document in time to submit to the Minister by 31 October.

Motion : Jess Bonaddio

Seconded : Dawn Bray

That the Board notes the draft Annual Operations Report 2022, and approves the report pending consideration of any feedback from Board received until 24 October 2022.

Carried

6.0 Other Business

The CEO advised that the CEO recruitment process was continuing with applications being received up to the closing date of 28 October 2022 at 5pm.

The CEO tabled a program for the recruitment process and proposed an Interview Panel of Julie Brooks, Derek Poulton and Louise Mitchell, together with a Moira Shire HR specialist. Derek advised that as he would not likely be on the Board next year that someone else should take his spot.

Dawn Bray was put forward and accepted the role.

Reg Dickinson advised that the committee lacks diversity in being all female.

The CEO advised that he will request that the Moira Shire HR specialist on the panel be male if possible and if not we seek a male representative.

ACTION	PROPOSED DATE	WHO
Shortlist candidates	Morning of 3 November 2022 (Thursday)	Board
First Interview	14 November 2022 (Monday)	Interview Panel
Second Interview if required Reference and background checks	21 November 2022 (Monday)	Board
Board meeting to endorse selection and offer.	24 November 2022	Board
Offer to candidate Contract negotiation	By 30 November 2022	Chair Board
Acceptance of offer by candidate	By 20 December 2022	Chair
Negotiate and finalise contract	31 January 2023	Board
New CEO commences employment on site. Handover	Mid March 2023	CEO
Incumbent ceases employment	31 March 2023	

1.0 Next Meeting

The next ordinary meeting of the Board will be held on 24 November 2022 commencing at 2pm via Zoom.

Board Meeting Planner

Date	Meeting	Agenda Items
16 November 2022	Finance & Audit Committee	Review of Procurement Policy and delegations
24 November 2022	Board	Confirmation of chair, deputy, committees Review Code of Conduct
15 February 2023	Finance & Audit Committee	Draft Budget, Policy register
23 February 2023	Board	Draft Budget, Business Continuity Plan
13 April 2023	Finance & Audit Committee	Business Continuity Plan Asset Register Review
20 April 2023	Board	Approve Budget for public review
15 June 2023	Finance & Audit Committee	Review Risk register Review delegations
22 June 2023	Board	Approve Budget Review Risk Register
14 September 2023	Finance & Audit Committee	End of year financial report
21 September 2023	Board	Annual report
16 November 2023	Finance & Audit Committee	Review of Procurement Policy and delegations
23 November 2023	Board	Confirmation of chair, deputy, committees Review Code of Conduct

Finance and Audit Committee meetings will be held at least one week prior to a general Board meeting and scheduled to meet participant's availability.

Meeting closed at 3:15m

Kevin Preece

Chief Executive Officer