

Minutes of Directors' Meeting - 13 October 2014

By Teleconference in accordance with Article 80

The meeting commenced at 08:30

1. ATTENDANCE

1.1 Roll-Call and Apologies

Present: **Gunela** Astbrink, **Paul** Brooks (Treasurer), **Narelle** Clark (President), **Roger** Clarke (Secretary), **George** Fong (Vice-President), **Cheryl Langdon-Orr**

Apologies: **Chris Disspain**, **Andrew McRae**, **Craig O'Toole**, **Holly Raiche**

Not Present: **Rob** Gregory, **Jon** Lawrence

1. Report of the CEO Search and Selection Committee

At the meeting of 11 August, the Board appointed a Search and Selection Committee, and delegated to that Committee the authority to finalise the Job Description for the position of CEO, advertise, and prepare a shortlist of candidates for consideration by the Board. The Committee comprised George (President, as Chair), Chris and Jon.

The Committee Chair reported on the process and outcomes of the interviews for the role of CEO. There were 24 applicants, of whom 6 were interviewed. The Committee recommended a shortlist of 3 applicants.

The Board resolved to delegate to the Search and Selection Committee the power to negotiate KPIs with Margaret Creswell with a view to commencement in 2014 (Roger, George).

The Board discussed holding a strategy session shortly, probably on Monday 10 November.

2. Treasurer's Report

The Board resolved to approve the financial statements for 2013-14, subject to receipt of the auditor's report.

The Board noted the Treasurer's report on the financial position as at 30 September.

The Board resolved that there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The Board resolved that the intention to appoint a CEO will be announced to members as part of the AGM process, including reference to prudent financial management (Cheryl, Gunela).

3. AGM Preparations

The Board noted the reports of the Secretary and the President in relation to the plans for the Annual General Meeting.

The Board noted the intention to hold a brief meeting immediately following the AGM, for the specific purpose of electing Officer-Bearers.

4. Post-AGM Event

The Board noted the report by the President regarding the event to be held immediately following the Annual General Meeting.

5. NEXT MEETINGS

The Board has previously determined that each Board member is to **NOTE IN THEIR DIARY** that **12:30-13:45 on the 2nd MONDAY of every month** except January is a potential meeting date, but on the understanding that a minimum of 4 meetings and a maximum of 6 will be called:

Thu 23 Oct 2014, Ultimo, Sydney [AGM]

Thu 23 Oct 2014, Ultimo, Sydney [Election of Officers]

Mon 10 Nov 2014 [possible strategy session]

Mon 8 Dec 2014

Mon 9 Feb 2015

Mon 9 Mar 2015

Mon 13 Apr 2015

Mon 11 May 2015

The meeting concluded at 09:15

Signed as a correct and complete record of the above meeting. George Fong, President, ISOC-AU