



Society for Creative Anachronism Ltd (Australia)

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SCA Ltd Board Meeting: Minutes

Meeting held: 1 February 2016

Category	Description	Action Required
Attending:	David Beresford, Ray Gleeson, Michele Le Bas, Tim Liersch, Jeff Nicholson, Donna Page, Kate Turley, Sandra Watkins.	
Observers:	Jeremy Gregson	
Meeting Started:	8:15pm (Sydney Local Time)	
Apologies:	None	
Confirmation:	Minutes of last meeting	Publication on website
Motion:	That the previous minutes be accepted as a true and correct record.	(Secretary & Webwright)
Moved:	Michele	
Seconded:	Tim	
Decision:	CARRIED	
Notification:	Conflict of Interest Disclosures	
Notification:	Speaking as a Board Member / Environmental Scanning	
Report:	Chair As attached	
Report:	Secretary A quiet month, a membership query, finalising Politarchopolis lease and helping Sandra with account closure proof.	
Correspondence:	Membership form collected by Tim, to be sent to Registrar. Jeff offered to create templates with PO Box in footer instead of header.	Jeff to create new templates
Report:	Treasurer As attached. Tim and Sandra will discuss invoice preparation options. Ynys Fawr to decide whether they accept dividend reinvestment or payment.	
Motion:	That the Board agrees to hire the services of Carbon Bookkeeping to produce a XERO Manual with the costs associated to be split equally between Kingdom and Corporate up to the	

value \$1,000.

Moved: Sandra

Seconded: Michele

Decision: CARRIED

Motion: The Board agrees to the payment of quarter 4 GST liabilities to the ATO for \$402.

Moved: Sandra

Seconded: Michele

Decision: CARRIED

Report:

Kingdom Seneschal

River Haven poll result was inconclusive and decision has been deferred. Decision rests with the Crown.

Considerable changeovers of Baronial and K/Officers.

Hamlets creation has been met with very positive reception.

New Group Guide –

Discrepancies between Lochac law and accepted practice.

Corpora has (p18) different process than implied by Lochac

Law. Lochac practice is that KS asks Board to approve prior to Crown.

Item:

New: Insurance renewal – early planning (Michele)

Discussion regarding benefits of seeking another insurer.

One broker said the price we are getting is very good already and the best they could do would cost half as much again.

Sandra will prepare some information for the Reeves to answer insurance questions (audit take priority).

Sandra to prepare insurance FAQs for Reeves (after audit)

Item:

New: Replacement membership cards (Tim)

Deferred

Item:

New: Board communications (Michele)

Deferred

Item:

New: Masonry proposal: new server posting (Jeff/Jeremy)

Financial impact negligible for greater capacity.

Website is landing place for newcomer enquiries, Jeremy will discuss with K/web Dimitri whether this is a project we can manage in-house or need a Web Architect, etc.

Jeremy to raise with Dimitri

Item:

Update: AGM planning (Jeff)

Jeremy will flag with Pegasus editor that we will have AGM materials for March Pegasus.

Jeff will create a returning officer alias for use in this and future elections and finalise AGM documentation and

Jeremy and Jeff to arrange AGM notice to Pegasus.

Jeff to create returning officer alias and finalise AGM arrangements.

arrangements.

Item: **Update: Crossbows Qld (Donna)**
All crossbows events need to comply with insurer requirements and safety/risk processes.
Jeremy to raise with Earl Marshall that we need risk assessments for any crossbows events

Item: **Update: Website and Webmin planning (Jeff)**
Deferred

Item: **Update: Policy review tasks (Donna)**
Defer to email – privacy, finalise wording (Michele)
Reformatted B&H for everyone’s review (Kate).

Item: **Update: Financial Policy review (Sandra)**
Defer due to audit

Item: **New: Use of company seal.**
Query about whether seal is still necessary.
Michele to check if company seal must still used in Australia.

Item: **List of things to discuss via the list:**
Due to several lengthy discussions and a large number of items, those items deferred to be discussed by email or at a later meeting, as appropriate.

Item: **Motions passed by email since last meeting**

Motion: That the Board approve and sign under seal, the proposed 2016 lease agreement between Les Explorateurs Scout Group and the SCA Ltd, on behalf on the Politarchopolis branch.

Moved: Michele

Seconded: David

Decision: CARRIED 28 January 2015

Motion: The board requests under seal, that Bendigo Bank provides proof that the SCA bank account of Cairn Fell (BSB# 633 000, ACCT# 125519256), has been closed with statements from the 1st of April 2015 to date of close.

Moved: Sandra

Seconded: Donna

Decision: CARRIED 20 January 2015

Motion : The Board agrees, if it is still open, that the Cairn Fell bank account held with Bendigo Bank be closed.

Moved: Sandra
Seconded: Donna
Decision: CARRIED on 22 January 2015

Motion: The board authorises the purchase of a USB stick and a courier to provide documents to the Auditor.

Moved: Sandra
Seconded: Kate
Decision: CARRIED 20 January 2015

Notification: General Business

Next Meeting: Monday, 7 March 2015 at 8:00pm (Sydney Local Time)

Meeting Closed: 10:30pm (Sydney Local Time)

Attachments:

A. Chair's Report February 2016.

So this month has been a focus on Crossbows and Insurances. It will be nice to get the jump on checking out insurance long before it is due.

We are currently looking at differing communication forums for the Board moving forward. I think this is an essential item and needs to consider all means of technology to do so. What ever is decided will need to be a group consensus on its usage.

The need for LOTS has become apparent over the last couple of months to me. I am looking forward to assisting with this in the future after stepping down as chair.

I would like to take this opportunity to thank Sandra & Tim for the work that has gone into getting the corporation ready for audit. As a person that doesn't do numbers it very much impresses me how Sandra remains stable and calm (on the most part) to get these things done.

This is my second last report to the Board. Not that I am counting.

In Service

Donna Page
Chair

B. Treasurer's Report

Treasurer Report 1st of Feb 2016

AUDIT – Commenced

- Hard Close was performed on 27th of January 2015 and Financial files and documents submitted to the Auditor the same afternoon – we were late submitting to the Auditor however at this point they do not see it causing any further delays at their end.
- Auditors have commenced field work and I expect questions to start shortly.
- All the bank account audits have now been completed. A few hiccups with this however the main cause of delay was paperwork for a closed group. And another group whose reeve is experiencing “life”. Thomas is taking steps to ensure that they either gets a deputy in place or finds a replacement as the situation isn't likely to get better anytime soon. Seems there was also an error at the bank's end, which didn't help.

Carbon Bookkeeping

As previously advised, Leonard, who was our appointed bookkeeper with Carbon, “moved on” leaving us in a rather difficult position just before an audit. One of the directors of the company personally took on the required work and I know that they were working on the weekends. In part the delay was caused by the inability to receive documentation from Rowany to finalise outstanding transactions, which meant hard close was not achievable. It didn't help that I had not left them sufficient time to do their job in the timeline between reeve reconciliation and Audit Deadlines.

As a result of this situation I have negotiated with Carbon that “SCA LTD” procedures manual for the work they are required to complete be produced. If this situation had occurred with a Treasurer with no financial background the result would have been exceptionally detrimental to our audit responsibilities and the possibility of this occurring in the future needed to be mitigated. This document will be produced at their cost and I will have input into its development to ensure that any future change in staff can be bought up to speed quickly.

This situation also bought up several other issues:

- Rowany Reconciliations – How they were being completed accurately is beyond me. Carbon went back over all transactions and reviewed, making changes as necessary. I had asked the Rowany Reeve to look over them the first quarter that Carbon was responsible for their bookkeeping and he stated he was happy with the reconciliations. It fell down with the increase of activity in the lead up to Festival. Carbon now has access to Rowany Dropbox (which I did give Leonard but seems he never activated the link) and there will be direct communication between them and the new Rowany Reeve – who incidentally is a bookkeeper in the real world. They also have access to the Try booking accounts – Procedures on how to deal with Rowany will be included in the Procedures document that Carbon are producing.
- Reeve Reconciliation – Not everyone is doing it the same way – and those that are being “inventive” are all people with financial backgrounds. We need a Xero handbook that is given to all new and existing reeves and is their “Bible” and the way it HAS to be done so that it's easier for the Accountant, Auditor, Exchequer and Treasurer to do their job. I have been talking with Thomas and

he was having difficulties deciding how to organise the Reeve handbook to incorporate the procedures and how things are to be done in Xero because NZ isn't using it and the handbook covers both NZ and AU Reeves. We decided the best way to address this issue was to develop a manual that is purely a Xero how to do and a procedures document that covers everything else. Thomas and I both have notes that we have been creating as we go along. We would like to hire Carbon to produce this document, which we would have in a matter of weeks rather than months because some of it is standard stuff they already have and the rest is just tweaking to deal with our "specialness". This would also free up Thomas's time to focus on procedure documents – and Tim and mine on Financial policy.

Carbon indicates the production of this manual would be from \$500 to \$1000 and we would own the rights to it. Thomas was raising the matter with the Privy Purse and the proposal was for a 50/50 split of the cost between Corporate and Kingdom. Motion at the end....

Closing of Branch Bank accounts on Suspension / closing.

The difficulty we had in obtaining audit paperwork for a closed branch's account shows how detrimental a bank account that isn't being "supervised" is to an audit. We need to monitor situations where branches are at risk of closure. It's usually lack of officers that cause this – and those people are the ones who are signatures on the accounts and thus the ones who can conduct the necessary procedures to close it. It is near impossible to close a bank account without two of the signatures they have on file – and that's hard signatures not electronic ones. We currently have two bank accounts with zero balances we cannot close because those that are signatures cannot be located (and not for lack of trying). We are waiting for the bank to close due to lack of activity. We are lucky that they are with Westpac and the new setup enabled us to conduct the audit. This won't be as much of an issue for those bank accounts that are operating on board signatures moving forward. Those still being run on branch signatures will need to be monitored.

I would suggest that if a situation comes up again that a branch is discussing closing, or long term suspension happens again, that the first thing that happens is two board members become signatures on the account whilst things are being decided. This will enable us to close the account should the members disappear. This would be more important if it was Burnfield or Lightwood who are not on the Westpac platform (add Vallon D'or when they get their account). I'd keep your eye on (two other branches) as well in the near future.

- Event Membership reconciliations need to be conducted for 2015 to ensure supplied data to the Insurance company is valid and that the branches have paid for their liabilities.
- **Errors with GST Calculations** – Will be working on this one next weekend.
I have not placed GST Motions for Credits to be paid back to the branches this report as a reconciliation of this needs to be conducted as some branches have paid more/less than they should have and I will be using this quarter to make corrections.
- **Financial Policy Review. Back on the table.**

MOTIONS

The Board Agrees to hire the services of Carbon Bookkeeping to produce a Xero Manual with the costs associated to be split equally between Kingdom and Corporate.

The board agrees to the payment of Quarter four GST liabilities to the ATO for \$402.

Sandra Watkins

Treasurer

SCA Ltd