



Society for Creative Anachronism Ltd (Australia)

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SCA Ltd Board Meeting: Minutes

Meeting held: 20 May 2019

Category	Description	Action Required
Attending:	Rob Aked (Deputy Chair), Benjamin Smith (Treasurer), Cat Colwell (Secretary), Simon Miller, and Lara Mucha.	
Observers:	Daniel Dunbar (Kingdom Seneschal)	
Meeting Start:		7.30pm
Welcome and Apologies:	Apologies: Georgia Winter Leave of Absence: Clem Avenell Acknowledgement of Country	7.30pm
Confirmation:	Minutes of last meeting [2019.5B] To be motioned later in the meeting.	7.31pm
Action Items:	[2019.5C]	7:32pm
Notification:	Conflict of Interest Disclosures	7:37pm
Notification:	Speaking as a Board Member / Environmental Scanning [2019.5D] Ben: FAQs for the Board website, to avoid answering the same questions repeatedly. NFP suggested as a starting point, as well as updating Insurance FAQ.	7.40pm
	Georgia: Received incorrectly reported discrepancy on R&D list. Website needs to explicitly list email as preferred communication channel.	Ben to put some rough Q&As in a document for the Board to review.
	Cat: Conversation with Registrar about banishment records – international	Cat to add email is preferred communications channel notice to website.
	Cat: Most recently published minutes of SCA Ltd USA conference call, dated 25 February, refer to an agenda item on Live Streaming, deferred to the April meeting – not yet minuted. No mention in recent preceding minute/s.	Cat to email SCA Inc (US) and SCA NZ about their conclusions on live streaming.
	Ben: If an individual has loaned piece of own property to a branch for usage at an event, and then it is wholly or partially lost, can it be done in a permissible way to replace that lost item? Can the branch replace it? Or is that personal gain.	
	If it's documented legitimately through the correct group approval channels for reimbursement, it's fine – approach should feel equitable.	

- Report: **Chair** 7.35pm
The Chair's report provided verbally by the Deputy Chair.
The month after festival seems to be both fast and slow.
- I've done a first draft of reviewing the Constitution, but haven't yet marked it all up electronically. I hope to finish that this week, and then send it to the Board for commentary. I would also like to have drafted a rough six-month forward plan of work to bring to the next meeting.
- Georgia Winter
Chair
SCA Ltd Australia
- Report: **Secretary & correspondence [2019.5D]** 7:40pm
ASIC is up to date with Financial Report and Lara & Kate have been updated (added/ceased). My new address hasn't been updated because as a new subdivision, apparently it doesn't exist yet. Lodging enquiry to resolve this. **Cat** to follow up ASIC address issues.
- Taking over on the insurance renewal/review – at this stage still waiting on internal membership numbers; state by state turnover, and some extra information about frequency of equestrian activities.
- New timeline for Board papers to begin for the coming monthly cycle. Plan to formalise some non-meeting discussion.
- Correspondence related to
- o Insurance renewals;
 - o Membership numbers;
 - o Equestrian numbers and frequency;
 - o Gate Scan App;
 - o Legal consultation (see papers);
 - o Live Streaming (see papers).
 - o Records of international sanctions/R&Ds.
- Cat** – contact SCA Inc for updated international R&D records.
- Report: **Treasurer** 7:45
Ben- Problem we became aware of on the weekend, a Branch notified me that they had made a clear breach of corporate financial policy. **Ben and Rob** to take to Board Facebook discussion as to appropriate response.
- The Board further discussed the seriousness of mistakes related to financial policy, as to an appropriate response. The question of the correct channels and the appropriate escalation was discussed, given the Board is the top echelon for escalation.

Ben- Approached at Festival and have received follow up correspondence regarding the Financial implications of event changes beyond a stewarding team’s control.

Report: **Kingdom Seneschal** 8:11pm

Daniel-

Masonry is updating the Seneschal infrastructure to include a Sanctions list. Inconsistent usage of warrants for officers currently– terms have limits. Multiple Earl Marshal applicants.

Item: **Ben: Audit (Debrief)** 8:14pm

Review passed without qualifications. Auditor noted - we didn’t yet pay the affiliation agreement (this is in motion). After the discussions at the AGM we need to post a few clarifications about some of the figures in the financial report to ensure no misunderstanding. Have contacted the auditors, asking for clarity.

Ben to follow up with auditors regarding questions raised at AGM and provide written clarification for the website.

Main audit bill has been paid, not yet received the bill for the financial statement.

The process of preparing for the audit ends up fixing some issues and always does.

Item: **Cat: Livestreaming at Events** 8:18pm

Two submissions received so far, have reminded other interested parties about deadline to submit.

Item: **Cat: Legal Consultation** 8:22pm

Discussion with Justitia regarding quotation for policy review of the Child Protection Policy, the Social Media Policy, the Bullying and Harassment policy, and the Sanctions guide. Clarification was needed on our our Governance structure. Full quotation provided are in attachment D. Also quoted were standalone/general advice rates – eg charged 15 minutes for a 15-minute phone call.

The review quoted for the four policies would be between \$4100 and \$5500, based on the senior associate rate of \$465 per hour, and the lawyer rate of \$270 per hour.

Secondary quote from a Sydney company, Pro Legis who only does work in the not-for-profit and philanthropy sector, and they have several clients including recreational and sports organisations, and policy review work like this is not uncommon.

Initial quote given was \$1500 for all the policies for much higher-level review. Solicitor already very familiar with the SCA, and its corporate/kingdom structure. He's going to put together a cost agreement.

- Item: **Ben:** Banking (motions) 8:29pm
Information given by online support team was wrong. **Ben** to rewrite banking motions before June meeting. Expected to be making banking changes tonight, but after my meeting with Westpac today, motions need to be completely restructured, and that will take a bit of time. The Westpac person who will have to action these motions is the person who gave the updated information.
- Item: **Cat:** Project status summary [2019.5F] 8:25pm
Very rough draft at this stage. This will be a standing agenda item, along with the action items list. Each month it will be attached to the confidential minutes. Please help complete it so it is a useful record for better status tracking of both internal and external projects. **Cat** to repost Project Status Summary in the Board Facebook group for further discussion.
- Item: **Rob:** Registry project 8:35pm
Deferred until next meeting.
- Item: **General Business** 8:36pm
Ben: March BAS will be due for lodging this week.
Ben: Resolving the sale of shares is ongoing.
Cat: Creating list of all historic motions as a Board resource, help welcomed.
- MOTION:** That the April 2019 meeting minutes meeting be accepted as a true and correct record.
CARRIED
- Notification: Motions passed by email since last meeting (for noting only) [2019.5E]
MOTION: To accept the above 2018 SCA Ltd Financial Statements, and once accepted, to publish them on the SCA Ltd website.
MOTION: That the minutes for the March 2019 meeting be accepted as a true and correct record.
MOTION: That the SCA Ltd. meetings be moved to the second Monday of each month, beginning Monday 13 May 2019.
MOTION: On the basis of pre-approval minuted SCA-2014.4, to reimburse Benjamin Smith \$200.07 for Dropbox subscription expenses incurred in his role as Corporate Treasurer, for the period of 26 April 2018 - 26 May 2019.

MOTION: To setup an ongoing Dropbox Plus subscription for the Corporate Treasurer (treasurer@sca.org.au) paid for by the Corporate PayPal account. (2019 cost of \$152.90/year.)

MOTION: To pay Butler Settineri (Audit) Pty Ltd the sum of \$4,103.00 for their completion of the 2018 SCA Ltd Financial Review.

MOTION: To reimburse Robyn Boyer \$287.79 for Registrar expenses.

MOTION: To pay \$79 to ASIC for the filing of the SCA Ltd's financial statement and report.

Next Meeting: Monday, 10 June 7:30pm (Sydney Local Time)

Meeting Close: 8:59pm