

# Minutes

## Board Meeting

### The Newsagents Associations of NSW and ACT Ltd

<b>Meeting Date:</b>	Tuesday, 12 December 2017	
<b>Meeting Location:</b>	Meeting Room Level 5 63-79 Parramatta Road Silverwater	
<b>Meeting commenced:</b>	2.30 PM Note: Items not necessarily dealt with in the order shown.	
<b>Admin Arrangements:</b>	IB outlined admin arrangements for the meeting including breaks, emergency procedures and parking arrangements.	
<b>1.</b>	<b>Attendance including Directors introductions</b>	
	<b>Present:</b>	Greg Handley President
		Alan Price Vice President
		Brian Woods Peter Watt Ed Howard Keith Kearney Phuong Nguyen
	<b>In attendance:</b>	Ian Booth Chief Executive Officer Nicole Raymond NANA Ken Packham Secretary Nicola Swarbrick NSW Lotteries – NSW Retail Manager
<b>2.</b>	<b>Apologies:</b>	N Errington G Gill
	<b>Quorum:</b>	K Packham's confirmed a quorum was present.

3.	<b>Pecuniary Interests:</b>	<p>Nothing to report.</p> <p>A Pecuniary Interest register has been produced and will be kept on file by the CEO.</p>
4.	<b>Election of Executive Committee:</b>	<p>Rule 22.1 of NANA's Constitution.</p> <p>Rule 22.1 provides for the election of the President, two Vice-Presidents and the Treasurer who will form the Executive Committee.</p> <p>i. Election of Chairperson <u>Resolution</u> That G Handley be elected as Chairperson of the Board of Directors of The Newsagents Association of NSW and ACT Ltd for the period until the conclusion of the next Annual General Meeting.</p> <p><b>Moved by:</b> A Price <b>Seconded by:</b> P Watt <b>CARRIED</b></p> <p>ii. Election of President</p> <p>iii. <u>Resolution</u> That G Handley be elected as President of The Newsagents Association of NSW and ACT Ltd for the period until the conclusion of the next Annual General Meeting.</p> <p><b>Moved by:</b> A Price <b>Seconded by:</b> P Watt <b>CARRIED</b></p> <p>iv. Election of Vice President (Senior) <u>Resolution</u> That A Price be elected as Vice President Snr of the Board of Directors of The Newsagents Association of NSW and ACT Ltd for the period until the conclusion of the next Annual General Meeting.</p> <p><b>Moved by:</b> P Watt <b>Seconded by:</b> B Woods <b>CARRIED</b></p> <p>v. Election of Vice President (Junior) Nominations for the position of Vice President were called for. It was reported that N Errington had self-nominated. A further nomination was received for B Woods. The nominations were put to the vote and as a result the following resolution was put to the meeting: <u>Resolution</u> That B Woods be elected as Vice President of the Board of Directors of The Newsagents Association of NSW and ACT Ltd for the period until the conclusion of the next Annual General Meeting.</p> <p><b>Moved by:</b> E Howard <b>Seconded by:</b> P Watt <b>CARRIED</b></p>

		<p>vi. Election of Treasurer This was put over until the next meeting. It has been suggested that whoever heads up the Audit and Risk/Finance Committee may also hold the title of Treasurer. A position description will be written up.</p>
5.	<b>Minutes of Previous Meeting:</b>	<p>i. <u>Resolution</u> That the minutes of the meeting conducted on 21 November 2017 be accepted as a true record.  <b>Moved by:</b> P Watt <b>Seconded by:</b> B Woods <b>CARRIED</b></p> <p>ii. <u>Resolution</u> That the minutes of the adjourned meeting conducted on 21 November 2017 be accepted as a true record.  <b>Moved by:</b> P Watt <b>Seconded by:</b> B Woods <b>CARRIED</b></p> <p>Matters arising from the Annual General Meeting. In future when Members phone in via teleconference facilities, we need to confirm if they are alone or if others are in the room listing with them.</p> <p>iii. <u>Resolution</u> That the minutes of the Annual General Meeting conducted on 21 November 2017 be received and accepted as a true record.  <b>Moved by:</b> P Watt <b>Seconded by:</b> B Woods <b>CARRIED</b></p> <p>iv. Matters Arising The recording and verification of attendees at general meetings is to be covered by a protocol which will be developed well in advance of the next general meeting.</p>
6.	<b>Staffing:</b>	<p>I Booth reported he has narrowed all CV's that have come in to 2 that could possibly fit the bill. I Booth should make his recommendations before Christmas.</p>
7.	<b>Other Associations</b>	<p><u>ANF/ALNA</u> The ANF/ALNA Finance Reports for the year ended 30 June 2017 have been received. An analysis of the report, which was audited shows there are several concerns contained in the report. I Booth and Executive Committee to consider and report as appropriate.</p> <p><u>VANA</u> I Booth continues to meet or talk with Chris Samartzis, generally on a weekly frequency. I Booth met C Samartzis and the VANA President Chris Pecora on 30 November 2017. The main discussion was to draw up a strategy for both VANA and NANA to work closer to together. Although VANA may be cash "challenged" they are asset rich as they own their buildings in Melbourne. To</p>

		<p>bring VANA and NANA together but to stay separate so we can keep both our assets separate, one idea is a new association or federation which would be made up of 1 NANA Member and 1 VANA Member. This would show both associations as a unified body when it comes to discussions with suppliers and industry bodies. This strategy is purely a frontal type of structure or a Representative Grouping which preserves the “sovereignty” of both organisations.</p> <p><u>COSBOA</u></p> <p>I Booth has asked the Board to consider membership of the Council of Small Business of Australia at a cost of \$825.00+ GST per Annum OR 1% of the organisations Total Membership Fees collected Annually + GST whichever is the greater. Maximum COSBOA fees = \$10,000 + GST per Annum. The fee for NANA will be a maximum of \$1,500 plus GST.</p> <p>Membership of COSBOA will provide a cost-effective way to tap into the Canberra national political arena.</p> <p>v. <u>Resolution</u> That The Newsagents Association of NSW and ACT Ltd apply for membership of COSBOA and that the Chief Executive Officer be authorised to make an application on behalf of NANA.</p> <p><b>Moved by:</b> G Handley <b>Seconded by:</b> P Watt <b>CARRIED</b></p> <p><u>Governance Institute of Australia</u></p> <p>I Booth has asked the Board to consider a subscription to the Governance Institute of Australia. This subscription will give NANA access to Governance Institute’s wealth of knowledge, resources, training programs for the NANA Board, professional development, postgraduate courses and networking opportunities. Annual subscription fee is only \$365 (GST free) for 12 months.</p> <p>vi. <u>Resolution</u> That the Newsagents Association of NSW and ACT Ltd become a subscriber to the Governance Institute of Australia.</p> <p><b>Moved by:</b> G Handley <b>Seconded by:</b> B Woods <b>Carried</b></p>
8.	<b>Newspack Insurance</b>	Newspack’s Tanya Treacy and Debbie Gibson are the two main contacts I Booth and NANA deal with and as of 2 weeks ago Debbie Gibson has left. When a new appointment has been made Tanya will inform I Booth. In the meantime, Tanya will look after both.
9.	<b>Audit</b>	<p>Audit for 2014-2015 is completed.</p> <p>Audit for 2015-2016 is completed.</p> <p>Audit for 2016-2017 is completed.</p>

		<p>All financial reports are on the NANA website and have been distributed to members via the newsletter and link to the reports. Each report has been lodged through the online portal with ASIC.</p> <p>The Auditor attended the AGM to answer any questions from members regarding the Audit Reports.</p> <p>The ATO was chasing the 2015 Tax Return. I Booth has completed and lodged all returns as he is the Public Officer for the Association. A refund of approximately \$26,000 is expected.</p> <p>I Booth will complete the annual self-assessment process set up by the ATO to assess NANA's continue tax-exempt status and will report to the next Board meeting.</p> <p><u>Resolution</u>  <b>That the report on activities arising from the recently completed audits be accepted.</b></p> <p><b>Moved by:</b> A Price  <b>Seconded by:</b> P Watts  <b>CARRIED</b></p>																															
<p><b>10. Finances</b></p>		<p>A Record of Resolution shows that the finance reports including balance sheets and notes, profit and loss statements and aged debtors and creditors reports, all for the periods to July to November 2017 be accepted.</p> <p><b>Moved by:</b> P Watt <b>Seconded by:</b> K Kearney <b>Carried</b></p> <p><b><u>i. Balance Sheet as at November 2017</u></b></p> <p>I Booth distributed the current Balance Sheet for November 2017. Current Net Assets stands at \$894,403.30</p> <p><b><u>ii. P&amp;L July 2017 - November 2017</u></b></p> <p>NANA is running on a current operating profit of \$129,865.17 and Gross Profit of \$244,511.78</p> <p><b><u>iii. Aged Debtors</u></b></p> <p>Ian Booth provided a summary of Aged Payables as at 30 November 2017.</p> <table border="1" data-bbox="467 1384 1348 1547"> <tr> <td colspan="2"><b>30 November</b></td> </tr> <tr> <td>Greg Handley</td> <td>\$30,000.00</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total: \$30,000.00</b></td> </tr> </table> <p><b><u>iv. Aged Creditors</u></b></p> <p>Ian Booth provided the board with an extensive list of all Members and amounts due between June – November 2017.</p> <p><b><u>v. Variation to 2016/2017 Budget</u></b></p> <p>I Booth reported the Association is currently performing at 19% under budget. COCBO Membership and Governance Subscription to be added to the budget.</p> <p><b><u>vi. Payments of \$1000.00+ in November 2017</u></b></p> <p><b>November 2017</b></p> <table border="1" data-bbox="467 1809 1422 2000"> <tr> <td>1</td> <td>01/11/2017</td> <td>Cambooya Pty Ltd</td> <td>Rent, Outgoings</td> <td>\$4,165.15</td> </tr> <tr> <td>2</td> <td>9/11/2017</td> <td>Ian Booth</td> <td>Salary</td> <td>\$3,524.00</td> </tr> <tr> <td>3</td> <td>20/11/2017</td> <td>ATO</td> <td>October 2017 PAYGW</td> <td>\$2,952.00</td> </tr> <tr> <td>4</td> <td>23/11/2017</td> <td>Ian Booth</td> <td>Salary</td> <td>\$3,524.00</td> </tr> <tr> <td>5</td> <td>24/11/2017</td> <td>Commonwealth Bank</td> <td>October/November 2017 Corporate Card</td> <td>\$1,026.85</td> </tr> </table>	<b>30 November</b>		Greg Handley	\$30,000.00	<b>Total: \$30,000.00</b>		1	01/11/2017	Cambooya Pty Ltd	Rent, Outgoings	\$4,165.15	2	9/11/2017	Ian Booth	Salary	\$3,524.00	3	20/11/2017	ATO	October 2017 PAYGW	\$2,952.00	4	23/11/2017	Ian Booth	Salary	\$3,524.00	5	24/11/2017	Commonwealth Bank	October/November 2017 Corporate Card	\$1,026.85
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		6	28/11/2017	Greg Handley	Reimbursement of Expenses GH#28	\$1,068.89
						<b>\$16,260.89</b>
		<p>Motion to approve to above payments</p> <p><b>Moved by: P Watt Seconded by: E Howard Carried</b></p> <p>vii. <b><u>Financial Status</u></b>  As at 4 December 2017 net in the bank \$69,34.01.  <b>Moved by: P Watt Seconded by: E Howard Carried</b></p> <p>viii <b><u>Membership invoicing – progress</u></b></p> <p>Most Members are now on direct debit. Only 2 Newsagents are outstanding in their fees, I Booth is confident he will get both as they have a history of paying late in the year.</p> <p>x <b><u>Going concern statement</u></b>  That, having reviewed the available financial reports and updates, in the directors' opinion there are reasonable grounds to believe the Company will be able to pay its debts as and when they become due and payable.</p> <p><b>Moved by: B Woods Seconded by: A Price Carried</b></p>				
11.	Tax	<p><b>Status Report – Update to 30 November 2017</b></p> <p><b>30 November 2017</b>  <u>Account Balance</u>  Balance of Integrated Client Account = \$2,952 CREDIT.  All other ATO accounts, except the SGC account have a NIL balance.  The SGC account has a credit balance of \$3,983.52 which includes the balance above.</p> <p><u>Payments to ATO</u>  20 November 2017 - \$2,952 – October 2017 PAYGW</p> <p><u>Activity Statement</u>  All Instalment Activity Statements are up to date. The Activity Statement November 2017 is due to be lodged by 21 December 2017 and will be lodged by that date.</p> <p>vii. <u>Resolution:</u>  That the Taxation Status Report for the period up to 30 November 2017 be accepted.</p> <p><b>Moved by: A Price  Seconded by: P Watt  CARRIED</b></p>				
12.	Lotteries	<p><u>General</u></p> <p>Nicola Swarbrick from NSW Lotteries – NSW Retail Manager.  Nicola attended the meeting and reported on some changes that are in the works for Powerball and more information will be revealed at the Retailers General Meeting and launch date is April 2018. Nicola is unable to give too much detail at this stage as it is confidential.</p>				

		<p>Lottoland campaign by Tatts to continue in 2018 but the aim this time is to show where Tatts money goes to and how it helps communities.</p> <p>I Booth discussed the relationship between Tatts and NANA and how the relationship is a little strained as Tatts refuse to involve NANA in the Lottoland discussions. In late December or early 2018 Tatts will have a change in management / internal restructure. With these changes NANA hopes that they will be part of future discussions when it comes to designing new cards / scratch its and gift packs as in the past the design has been a headache for Newsagents i.e. QR codes &amp; bar codes right next to each other and difficult to scan. If Tatts had involved Newsagents in their design processes issues such as this wouldn't happen.</p> <p>Over Christmas and New Year Public Holiday period if sweep is done and they find the net is unavailable, no one will go into default. Board suggested this should happen over Easter as well. Nicola reported there is a delayed sweep for Christmas but no notice yet for New Year Public Holiday.</p>
13.	Magazines	I Booth to work with VANA to develop a plan which addresses the inadequacies of the current distribution and payment model.
14.	Newspapers	<p>A Price continues to give advice regarding packaging and bundle wrapping etc. Clive Parsons has passed on suggestions and these have been positively received. I Booth and K Kearney have been working on "disappearing payments" with News Corp. Keith has paid News Corp but money disappeared. Keith put a track on the cheques through his bank which has been happening over 10 years. Bank found all the cheques and they were deposited into News Corp accounts. It appears the payments have gone into a "locked box" account.</p> <p>B Woods reported he has had a similar issue in the past with News Corp.</p> <p>Board wonders how many other Members this has happened to.</p> <p>NANA will work out a methodology regarding issues like this.</p>
15	Planning	With the budget and finances under control and operating as designed, IB will put together a corporate plan for the next 12 months.
16.	Legal Matters	Nil
17.	CEO Report	<p><u>Membership</u> New Member Application was received and presented to be board for acceptance.</p> <p>viii. <u>Resolution</u> That Mascot North Newsagency be admitted as a member.</p> <p>Moved by: E Howard Seconded by: P Watt <b>CARRIED</b></p>

		<p>I Booth reported that we lost the membership of Finlay Newsagency due to it closing.</p> <p>202 financial members.</p> <p><u>Complaints register</u> - Nil</p> <p><u>Membership benefits</u></p> <p>Commonwealth bank EFTPOS program resolved and available for members.</p> <p>Further work to be undertaken to increase cost reduction and income generating benefits for members.</p> <p><u>Electronic Communication</u></p> <p>Website and social media continue to be updated on a weekly basis. After the AGM N Raymond has updated the website with the new Board members and has reset their access on the NANA website so they hold an Executive/Board member access rather than the normal member access level. This will give them access to all minutes of previous board meeting minutes.</p> <p>I Booth a will produce a new Newsletter which would focus on conditions of employment, wages, employment relations matters etc and as changes come up this is the Newsletter in which these will be entered for NANA Members only – to be issued approximately once a month.</p> <p><u>Documentation</u></p> <p>Post AGM procedures has been added to the company “How To” file.</p>
18.	Presidents Report	<p><u>Executive Committee</u></p> <p>G Handley reported that the Board meetings will occur every 2 months starting on February 13 then April 10, June 12, August 4, October 9 and December 11. The Executive meeting would still happen once a month and probably by phone. G Handley reported there will be Executive Training for all on the board in 2018.</p> <p><u>AGM 2018</u></p> <p>AGM is set for 13 November 2018. Meeting to be held at NANA office.</p> <p><u>Election of Directors</u></p> <p>ASIC has been informed of the new Directors as per regulatory compliance.</p> <p><u>Future Retirement of Directors</u></p> <p>G Handley spoke about how he doesn’t see himself staying as President for another 3 years, so he opened the discussion regarding future President role.</p> <p>An election for the President and Executive Committee members was conducted earlier in the meeting.</p> <p><u>Treasurer role/Audit and Risk Committee</u></p> <p>Finance, Audit, and Risk Committee was discussed,</p> <p>ix. <u>Resolution</u> That a Committee which encompasses certain aspects of and responsibility for reporting to the Board on finance, audit and risk be</p>



		<p>convened as a Committee of the Board of the Newsagents Association of NSW and ACT Ltd.</p> <p><b>Moved by:</b> A Price  <b>Seconded by:</b> P Watts  <b>CARRIED</b></p> <p>x. <u>Resolution</u>  a). That P Watt, P Nguyen and B Woods be appointed to the Finance, Audit and Risk Committee.</p> <p>b). That B Woods be appointed as the chairman of the Finance, Audit and Risk Committee.</p> <p><b>Moved by:</b> A Price  <b>Seconded by:</b> P Watts  <b>CARRIED</b></p> <p>I Booth and G Handley to attend meetings to provide guidance and support if needed.</p> <p>I Booth will send through a Charter for consideration and this will also be presented at the next Board meeting in February 2018.</p> <p><u>Recommendation of CEO remuneration</u>  The President recommended to the Board that the Chief Executive Officer be paid a bonus of \$10,000 as key performance indicators have been satisfied.</p> <p>xi. <u>Resolution</u>  That the President’s recommendation that the Chief Executive Officer’s remuneration be adjusted through the payment of a bonus of \$10,000 be accepted.</p> <p><b>Moved by:</b> A Price  <b>Seconded by:</b> P Watts  <b>CARRIED</b></p>
19.	General Business	<p><u>GNS levy balances – campaign proposal</u>  I Booth to meet with Martin Hartcher on 14 December 2017 where he will discuss things like how many levy holders are there and other questions that arise from the Board meeting. Should we survey members to determine their attitude to levy balances and whether they want:</p> <ol style="list-style-type: none"> <li>a. Refunds in cards, or</li> <li>b. Spend their levy on GNS purchases</li> </ol> <p>Prior to commencing a campaign seeking payment of levy balances in case to Members, should NANA give GNS an opportunity to respond to a claim for refunds of levy balances made by NANA on behalf of Members?  If GNS decline a request from NANA, should NANA then commence a campaign to get payment of the levy balances by GNS to Members?</p> <p>The Board considered the proposal to conduct a survey of member attitudes toward the GNS levy balance and its possible refund and authorised I Booth to</p>

		both engage with GNS to seek a resolution and to conduct a survey of member attitudes.
20.	Close	Meeting closed at 5.40pm
21.	Next Board Meeting	Commencement: 12.30pm Tuesday, February 13 Meeting Room Level 5 63-79 Parramatta Rd, Silverwater
22.	Future Board Meetings:	April 10 June 12 August 4 October 9 <b>November 13 - AGM</b> December 11