

# Minutes

## Board Meeting

### The Newsagents Associations of NSW and ACT Ltd

**Meeting Date:** Tuesday, 13 February 2018

**Meeting Location:** Meeting Room

Level 5

63-79 Parramatta Road

Silverwater

**Meeting commenced:** 1.00 PM

Note: Items not necessarily dealt with in the order shown.

**Admin Arrangements:** I Booth outlined admin arrangements for the meeting including breaks, emergency procedures and parking arrangements.

1.	<b>Attendance including Directors introductions</b>	
	<b>Present:</b>	Greg Handley President Alan Price Vice President Brian Woods Peter Watt Graeme Gill – left at 3.05pm Phuong Nguyen
	<b>In attendance:</b>	Ian Booth Chief Executive Officer Nicole Raymond NANA Ken Packham Secretary
2.	<b>Apologies:</b>	N Errington E Howard K Kearney
	<b>Quorum:</b>	K Packham's confirmed a quorum was present.
3.	<b>Pecuniary Interests:</b>	Alan Price has shares in TABcorp. Peter Watt has shares in Retail Food Group-Michelle Patisseries

<p>4. <b>Minutes of Previous Meeting:</b></p>	<p>i. Motion to accept minutes from previous meeting 12 December 2017.</p> <p><b>Accepted by all in attendance.</b></p> <p><b>Moved by: P Watt Seconded by: B Woods Carried</b></p> <p>ii. Matters Arising</p> <p>It was noted that the advice provided to the Board at its meeting on 17 September 2017 concerning a departure from standard banking transaction authorisation procedures has not appeared in the minutes of that or subsequent meetings.</p> <p>The 17 September 2017 Board meeting was advised that due to Greg Handley being unavailable, Ian Booth authorised the payment of his salary for the fortnight ended 7 July 2017 via CommBiz. Alan Price confirmed the transaction by a second authorisation. The authorisations were made on 5 July 2017 and the payment was processed on 5 July 2017.</p> <p>The departure from standard authorisation procedures was advised to the Executive Committee at the time.</p> <p>The Board accepted the notification to the 17 September 2017 meeting, noted the departure from standard procedures and that the notification to the Executive Committee and subsequently to the Board was in accordance with standard reporting requirements. The Board expressed the view the authorisation was made in an “emergency”, that follow up reporting requirements had been complied with and that nothing untoward had occurred.</p>
<p>5. <b>Staffing:</b></p>	<p>I Booth reported that the 2 top candidates had decided to take other job offers. I Booth will readvertise the position vacant asap. Had asked all Board Members to keep their eyes open for any possible candidates for this staffing position. Would prefer someone who has newsagent background.</p>
<p>6. <b>Other Associations</b></p>	<p><u>ANF/ALNA</u> ANF met with Victorian Lotteries Retailers Association as to a possible merger. It looks to not be happening.</p> <p><u>VANA</u> Meeting with VANA &amp; I Booth regarding possible structure of relations with VANA and NANA. A draft document has been produced and this continues to go back and forth between I Booth and Chris Samartzis. Will also be working on a time frame, but first the NANA Board and VANA Board need to sit down to come to an agreement and then we can move forward with a roll out time table. It is not another membership-based association and no events to be held under the joint banner but it’s more of a partnership to make both Associations stronger.</p> <ul style="list-style-type: none"> <li>-There would be joint chairmanship</li> <li>-Each organisation to share any costs</li> <li>-One of the organisation’s will need to look after any registration of entity and banking.</li> <li>-Would like to have this come to fruition by 1 July 2018.</li> <li>-Meeting 2<sup>nd</sup> weeks of March of VANA Board. G Handley and I Booth may take this opportunity to travel to VIC to meet with VANA which will show that NANA is serious about this relationship.</li> <li>-Possible names are under consideration.</li> </ul>

	<p>-Main outcome so there is a stronger voice for Members in NSW, ACT and VIC when issues arise with Fairfax, GNS, NewsCorp etc.</p> <p>VANA currently has approximately 400 members.</p> <p><u>COSBOA</u></p> <p>NANA are now a paid Member of COSBOA and the logo can be found on the footer of NANA staff emails and the footer of all NANA Newsletters.</p> <p><u>Governance Institute of Australia</u></p> <p>NANA are now a paid Member of the Governance Institute of Australia and the logo can be found on the footer of NANA staff emails and the footer of all NANA Newsletters.</p>										
<p>7. <b>Newspack Insurance</b></p>	<p>Debbie Gibson had left JLT just before Christmas 2018 and they have yet to find a replacement. There is someone at JLT who is doing the job in the interim and I Booth will meet with this staff member soon to discuss future joint discretionary trust venture and marketing initiatives. Over the last 12 months, the Business Pack has declined by .8% and Lotteries has increased by 18½%.</p>										
<p>8. <b>Audit</b></p>	<p>I Booth has completed the annual NFP tax assessment. In line with existing exemptions, NANA is income tax exempt.</p> <p><b>Moved by: A Price    Seconded by: P Watts    Carried</b></p>										
<p>9. <b>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 31 December 2017 and 1 January 2018 be accepted.</p> <p><b>Moved by: P Watt    Seconded by: A Price    Carried</b></p> <p><b><u>i. Balance Sheet as at January 2018</u></b></p> <p>I Booth distributed the current Balance Sheet for January 2018. Current Net Assets stands at \$889,757.00</p> <p><b><u>ii. P&amp;L July 2017 – January 2018</u></b></p> <p>NANA is running on a current operating profit of \$140,097.64 and Gross Profit of \$289,691.00</p> <p><b><u>iii. Aged Debtors</u></b></p> <p>Ian Booth provided a summary of Aged Payables as at 31 January 2018.</p> <table border="1" data-bbox="464 1570 1347 1845"> <thead> <tr> <th colspan="2"><b>31 January 2018</b></th> </tr> </thead> <tbody> <tr> <td>Greg Handley</td> <td>\$12,250.00</td> </tr> <tr> <td><b>Moore Stephens</b></td> <td><b>\$1,925.00</b></td> </tr> <tr> <td><b>Telstra</b></td> <td><b>\$273.28</b></td> </tr> <tr> <td><b>Total</b></td> <td><b>\$14,448.28</b></td> </tr> </tbody> </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 2017 and January 2018.</p>	<b>31 January 2018</b>		Greg Handley	\$12,250.00	<b>Moore Stephens</b>	<b>\$1,925.00</b>	<b>Telstra</b>	<b>\$273.28</b>	<b>Total</b>	<b>\$14,448.28</b>
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v. **Variation to 2017/2018 Budget**

I Booth reported the Association is currently performing with a surplus of approximately \$13,000.00.  
 COSBOA Membership and Governance Subscription to be added to the budget.

vi. **Payments of \$1000.00+ in December 2017 and January 2018**  
**December 2017**

1	4/12/2017	Cambooya Properties Pty Ltd	Rent and Outgoings	\$4,165.15
2	7/12/2017	Ian Booth	Salary	\$3,524.00
3	20/11/2017	Nicole Raymond	Contract Fees	\$2,184.00
4	13/12/2017	Greg Handley	Reimbursement of Expenses # 29	\$4,522.71
5	13/12/2017	Greg Handley	Reimbursement of Expenses # 30 and # 31	\$5,877.29
6	19/12/2017	ATO	PAYGW November 2017	\$2,952.00
7	21/12/2017	Ian Booth	Salary	\$3,524.00
8	27/12/2017	Commonwealth bank	Corporate Card Payment	\$1,333.46
<b>Total</b>				<b>\$28,082.61</b>

**January 2018**

1	3/01/2018	Nicole Raymond	Contract Fees	\$2,055.90
2	3/01/2018	Cambooya Properties	Rent and Outgoings January 2018	\$4,165.15
3	3/01/2018	Moore Stephens	1st progress payment 2017 audit	\$1,925.00
4	4/01/2018	Ian Booth	Salary	\$3,524.00
5	8/01/2018	Greg Handley	Reimbursement of Expenses # 33	\$3,150.00
6	18/01/2018	Ian Booth	Salary	\$3,524.00
7	24/01/2018	Greg Handley	Reimbursement of Expenses # 34	\$3,500.00
8	24/01/2018	Moore Stephens	2nd progress payment 2017 audit	\$1,925.00
<b>Total</b>				<b>\$23,769.05</b>

Motion to approve to above payments

**Moved by: P Watt Seconded by: P Nguyen Carried**

vii. **Financial Status**

Cash flow timing from Insurance payments impact on the financial projections. After a review of the previous two calendar years, the cash flow from Insurance may be up to \$15,000 higher than budgeted for the remainder of the financial year.

After having taken a range of other savings and expenditure items into account, the range of possible projected surpluses is between \$15,000 and \$28,000

**Moved by: A Price Seconded by: P Watt Carried**

viii **Membership invoicing 2017-2018**

Most Members are now on direct debit. We have lost 1 member since the last meeting and that's due to the Newsagency closing.

	<p>ix <b><u>Going concern statement</u></b>  Quarterly membership invoices have gone out along with the usual monthly reminders/statements.</p> <p>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: A Price Seconded by: B Woods Carried</b></p> <p>x. <b><u>Report and Recommendation from the Finance and Risk Committee (FAR)</u></b></p> <p>The inaugural meeting of the FAR Committee was a great start to getting this initiative underway. This committee is made up of B Woods, P Watt and P Nguyen.</p> <p>Not-for-profit companies bear a huge compliance cost, totally different from private companies, partnerships, etc. This Committee should go a long way to ensuring NANA can focus on the important issues, ensure compliance and keep our compliance costs under control. The FAR Committee has already put in place policies and procedures which is will continue to monitor.</p> <p>An Anti-Bribery &amp; Corruption policy has been drafted and needs to be agreed to by the Board which will then be put in place.</p> <p>The report and policy from the Finance, Audit and Risk Committee be received.  <b>Moved by: B Woods Seconded by: A Price Carried</b></p> <p>The recommendation from the Finance, Audit and Risk Committee to appoint Moore Stephens as Auditor for 2018 at a reduced cost of \$6500.00 be accepted.  <b>Moved by: P Watt Seconded by: P Nguyen Carried</b></p>
<p>10. Tax</p>	<p><b>Status Report – Update to 31 January 2018</b></p> <p><b>31 January 2018</b>  <u>Account Balance</u>  Balance of Integrated Client Account = \$Nil. All other ATO accounts, except the SGC account have a NIL balance.</p> <p><u>Payments to ATO</u>  NIL</p> <p><u>Payments from the ATO</u>  NIL</p> <p><u>Activity Statement</u>  All Instalment Activity Statements are up to date.  The BAS/GST activity statement for October to December 2017 is due to be lodged by 28 February 2018.  The activity statement for PAYGW is due on 27 February 2018.</p> <p>The Taxation Status Report for the period up to 31 January 2018 was accepted.  <b>Moved by: A Price Seconded by: B Woods Carried</b></p>

<p>11. Lotteries</p>	<p>i. IB has asked Lotteries as to what their alternatives will be once they have closed The Pools and response is Powerball is getting an upgrade. This upgrade entails more advertising and bigger jackpots and more games.</p> <p>ii. Fair Work obligations-NSW Lotteries has embarked on a program of insisting that Newsagents register through the Fair Work Ombudsman for a range of newsletters, undertake online training and confirm registration through the NSW Lotteries web site. In addition, NSW Lotteries announced towards the end of 2017 that it will be conducting programs to determine compliance with time and wage records and pay slip requirements.</p> <p>Throughout their campaign which adds further levels of complexity and compliance costs, NSW Lotteries have failed to reveal they have an exposure under the Fair Work Act if a lotteries outlet underpays its employees as a direct result of the system which is enforced through the franchise agreement.</p> <p>In discussions with the Fair Work Ombudsman, it has been revealed there is no systemic underpayment of employees who sell lotteries products through Newsagencies.</p> <p>In fact the Fair Work Ombudsman's office had difficulty identifying any aberration in the number of cases or problems to do with award observance across Newsagencies in Australia.</p> <p>Newsagents have rightfully expressed concern about this latest intrusion into how they run their businesses. NANA is fielding calls on a daily basis from Members on the issue.</p> <p>NANA considers NSW Lotteries batch of requirements and proposed compliance program to be a complete overreach. Remember, as NSW Lotteries has not declared they may have an exposure under the Fair Work Act, they have failed to tell the full story.</p> <p>NANA fully supports the requirements under the Fair Work Act, awards and National Employment Standards. NANA regularly supplies Members with information to support them to satisfy their legal obligations. So why is there a necessity for NSW Lotteries and Tatts Group to force additional compliance costs on Newsagents?</p> <p>NANA will continue its representations to the Fair Work Ombudsman and will report to Members on developments as they come to hand.</p> <p>I Booth will send out a communication to members in regard to the above.</p>
<p>12. Magazines</p>	<p>I Booth met with Christ Samartzis and discussed the standards form and behaviours of Gordon &amp; Gotch.</p>
<p>13. Newspapers</p>	<p>It's becoming increasing difficult to engage with NewsCorp in regard to everything.</p> <p>The current promotion of the Enid Blyhton books was heavily promoted by NewsCorp didn't send enough books out and they won't send any extra out. G Handley phoned NewsCorp and their reaction was "if you think you're having trouble with this promotion just wait till the next one" which is the ANZAC coins.</p> <p>This information has been noted for I Booth to speak to News Corp at their next meeting. Is there a reason behind the short supplies?</p> <p>Perhaps NANA should schedule a meeting with Clive in the near future.</p>

14	Planning	With the budget now done, I Booth will put together a corporate plan for the next 12 months.
15.	Legal Matters	Nil
16.	CEO Report	<p><u>Membership</u>  3 New Member Application was received and presented to be board for recommendation. Stadium Newsagency, Sefton Newsagency, Nelson Bay Newsagency.  <b>Moved by:</b> B Woods <b>Seconded by:</b> A Price <b>Carried</b></p> <p>It was the discussed what the Associations weakness is in gaining new members from certain areas where English isn't their 1<sup>st</sup> language. I Booth has said in his pursuit to find a new staff member he does hope to find someone who speaks Chinese/Mandarin. P Nguyen did say that people in his culture don't tend to talk about any issues/problems they are having, and they try to work things out themselves or with the help of people within their culture, and other Board members agreed that English/Australians don't have a problem voicing their problems and asking for help wherever they can get it. P Nguyen suggested with more face to face visits preferably with someone that speaks their language will go a long way in gaining trust and new members. Also, P Nguyen said they don't tend to read emails, not sure how we can get information across to them, perhaps do a translated version of the Newsletter? We shall talk more with P Nugyen to see if he can help bridging the communication gap.</p> <p>The Board suspects this is the same within the Indian culture as well.</p> <p><u>Complaints register</u> – Regarding non-member newsagent. Newspaper was purchased at Coles or Woolworths but they had no Enid Blyton books, took the newspaper to the Newsagent, the newsagent said no “unless you buy a scratchit ticket”, the customer then alerted I Booth. I Booth had tried to contact the owner but to date the owner has not been in the shop. The complainant wants to push the complaint further so I Booth gave them the number to NSW Lotteries and the Telegraph Paper.</p> <p><u>Membership benefits</u>  Consideration of Lotteries Insurance as a membership benefit.  Xerox discount price for Members.  Counterfeit bank note scanners – G Handley will bring in his machine at the next meeting. Possible discount rate for NANA.</p> <p><u>Electronic Communication</u>  Website and social media continues 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 has given them access to all minutes of previous board meeting minutes.</p>

	<p><u>Documentation</u></p> <p>Procedures file continues to be updated by I Booth and N Raymond</p>
<p>17. Presidents Report</p>	<p>By the next meeting G Handy will have a presentation of papers for directors and by June you'll be ready for training which includes Confidentiality of documentation.</p> <p>"Items for release" – Items can be marked with Confidential or General, but minutes of Board meeting are all deemed Confidential.</p>
<p>18. General Business</p>	<p><u>GNS levy balances – campaign proposal</u></p> <p>An issue was raised at the 12 December 2017 Board Meeting re to commence action to start a conversation with GNS. I Booth attended the GNS Board Meeting to which I Booth brought up the lack of information regarding balance levy's. It was then decided that NANA would put out a survey to its Membership and out of approx. 350 emails it was sent to, 132 responded which is approx. 42% of the Members. Questions were:</p> <ol style="list-style-type: none"> <li>1. Do you have a levy balance with GNS?</li> <li>2. Given the changes at GNS, is it fair they continue to hold your levy balance?</li> <li>3. If you answered no to question 2, do you want you levy balance back?</li> <li>4. If you answered yes to question 3, do you want you levy balance back as – full cash refund, full trading credit equivalent, a mixture of both.</li> </ol> <p>I Booth met with Paul Yardley to discuss the result of the survey and there weren't any surprises in regard to the results.</p> <p>GNS currently has \$8 million in unsecured levy balances. They have a problem dealing with this amount.</p> <p>There have been some incidences where they have refunded the balance and its usually been due to financial hardship, but some not been refunded with no explanation. I Booth is following up on the ones that haven't been refunded.</p> <p>Next step is to work with GNS on a "NANA Members collective hardship agreement" which means if a NANA Member is in financial hardship, they can apply directly to NANA for either the refund or credit and NANA would apply to GNS on the Members behalf.</p> <p>I Booth will continue this discussion with the Membership and will respond to Paul Yardley with results.</p> <p>Board Members would like to know what NSW strategy is when it comes to paying off the Balance.</p> <p>The methodology for future resolution for NSW &amp; ACT has to start with helping the NANA Members first with I Booth as the mediator. Once our Members have been looked after the change should trickle down to all Newsagents in NSW and ACT.</p> <p>I Booth will present at their next Board Meeting with the results of survey and questions received from NANA Members.</p> <p>VANA agrees with NANA's stance BUT as they are running a trade show with GNS, VANA don't wasn't to 'rock the boat' with GNS at this stage.</p>

19.	Close	Meeting closed at 6.00pm
20.	Next Board Meeting	Commencement: 12.30pm Tuesday, April 10 Meeting Room Level 5 63-79 Parramatta Rd, Silverwater
21.	Future Board Meetings:	June 12 August 4 October 9 <b>November 13 - AGM</b> December 11

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