

**Biodynamic Agriculture Australia Ltd
Minutes of Board Meeting – Teleconference
5 July 2010, 8pm- 9.20pm**

Present:	Ray Unger, Carolyn Ditchfield, Ross MacDonald, Hugh Lovel, Shane Joyce, Cheryl Kemp, John Priestley, Louise Skidmore (Sec)	ACTION
	Chairman, Ray Unger, declared the meeting open at 8:01	
Minutes 1&2 July BMTg	Louise Skidmore summarized the minutes	
Arising	Shane – ref subcommittee on training, has two contacts, who are young people willing to serve on the committee	
	Carolyn reported that she had spoken with Ted Clarke, who is available to conduct a forensic audit. Ted has provided a list of documents and permission he will require. Carolyn suggested that Ted might be able to attend the office at the same time as Ray & Cheryl on 7 July 2010, failing that, Ted might be available when the board will be having a face-to-face meeting at the end of July in Bellingen.	Carolyn to contact Ted Clarke
	<p>Ross asked, re Newsleaf - what criticism has been received?</p> <ul style="list-style-type: none"> -Several of the Board mentioned that feedback from members particularly at workshops has criticized the increasing content which is freely available elsewhere, and signaled that some content is not seen as relevant for our members. -Ross suggested we ask members what they think. -Carolyn noted that that would be feedback easily sought through the website. 	
	<p>State of finances & forensic audit</p> <p>Ross spoke about</p> <ul style="list-style-type: none"> - The upcoming forensic audit, and expressed his confidence that it would prove that all expenditure would be shown to have been passed by the board. - That obviously there are legal expenses, but debtors are at low levels (credit card payments have improved that) there are some outstanding invoices. - That he is not overly concerned with the finances at present. <p>Cheryl pointed out that there has been a deficit every month since January, which is a concern.</p> <p>Ross suggested that this is as a result to some extent to external competition as well as an effect from recent events on members resulting in reluctance to purchase from the BAA.</p> <p>Ross was asked to provide a balance sheet 26 June 2010, and a cash flow forecast for the next six months. Ross will supply the cash flow forecast, all other reports are available from Leonie Milne through Quickbooks accounting program.</p> <p>Carolyn queried any outstanding items the Board may not be aware of, Ross assured the Board that all invoicing is done through the office, so there are none that he is aware of.</p>	

	<p>Regarding Horns to Spranz & Cuming properties (Resolution at Mtg 1&2 July 2010)</p> <p>Cheryl and Alan Johnstone suggest that 1/3 is an excessive amount for payment for burial. Alan advised that those horns were going to be put down in Bellinghen and that he had expected all the 500 back, therefore all he can reasonably spare is 10%. Considering the cost of freight, both ways, 10% is a more realistic amount.</p> <p>Carolyn pointed out that there must be a better system of documentation/contract for future dealings.</p> <p>Carolyn asked how did the rest of the Board feel about the 10% - Shane suggested that Alan's advice would be best followed he is most informed about these values.</p> <p>On the advice of the preps coordinator Alan Johnstone it was resolved:</p> <p>Motion: That the quantity quoted in the letter/agreement to Spranz and Cuming be revised from 33% to 10%. C Ditchfield moved C Kemp seconded. Carried</p> <p>Ross commented that moving horns around was first and foremost a risk management action.</p> <p>Carolyn pointed out that in future a contract/agreement should be in place in these instances as part of Alan's audit.</p> <p>(John pointed out that manure must be from grass fed and not grain/pellet supplemented cows.)</p> <p>Cheryl – noted that it is part of Alan's QA to ask manure providers to hold off grain supplements prior to collecting manure for filling horns for burial.</p> <p>Hugh pointed out that with the planned chromatography it would be possible to identify best quality sources.</p> <p>(An amendment to be made: insert John Priestley's departure from the meeting at 9.22pm)</p>	Secretary & Ray
<p>Motion:</p>	<p>That the amended minutes be adopted. Moved S Joyce Seconded H Lovel Carried</p>	
	<p>Ross McDonald advised that with regard to the editorship of Newsleaf, the Board be aware that while a Director may be a consultant, a Director may not be an employee.</p>	
	<p>The end of July meeting Tues-Wed 27-28th July in Bellinghen is clear for CD, SJ, JP, RMcD, HL, RU, CK, LS.</p>	
<p>(H Lovel suggestion to BFA, collaboration re chromatography)</p>	<p>Ross McDonald wished it noted that the email contact from Hugh to Holly Viner of BFA was precipitate as there had apparently been no previous Board discussion on the issue raised. Chairman Ray Unger noted that some Board members had raised this with Hugh at the time.</p>	

<p>Motion:</p>	<p>That the Board did not endorse the content of Hugh's email to Holly Viner and will be in contact regarding the suggestion mooted by Hugh. R Unger moved R McDonald seconded Carried</p>	<p>Secretary & Ray</p>
<p>Advice to NAASA & BFA Motion:</p>	<p>That we inform NAASA and OFA of change in Board in anticipation of the furtherance of closer relationship with them. C Kemp moved H Lovel seconded. Carried</p>	<p>Secretary & Ray</p>
<p>Corporate Governance Motion:</p>	<p>That the Board looks for corporate governance protocols and guidelines suitable for BAA. R McDonald moved C Ditchfield seconded Carried</p>	
	<p>Meeting closed 9.20pm</p>	