

# EFA Board Meeting 17 August 2021

## Minutes

Meeting opened 7:40pm AEDT

## Attendance

Present: Lyndsey Jackson, Justin Warren, Rita McIlwraith, Matt Watt, Richard Prangell, Kathryn Gledhill-Tucker, Angus Murray, Grant Orchard, Amy Patterson, Alison Kershaw

Apologies: None

Absent: None

## Board procedures and the role of the Board

The board discussed various meeting rules and the purpose of committees.

The board decided to defer further detailed discussion of how the board would conduct itself to the upcoming strategy day.

## Welcome New Board Members

The board welcomed newly appointed board members Alison Kershaw, Grant Orchard, Amy Patterson, and Angus Murray.

Each board member briefly introduced themselves to the rest of the group.

## Acceptance of Past Minutes

The board discussed the need for board members to voice concerns during discussions, and reminded board members of their ability to call for a vote if they believe one is necessary to clarify the board is of one mind.

**Motion: That the minutes of the board meetings of 20 July 2021 be accepted as a fair and accurate recording of the meetings.**

Moved: Justin Warren

Seconded: Lyndsey Jackson

In Favour: Justin Warren, Lyndsey Jackson, Matt Watt, Rita McIlwraith, Richard Prangell, Kathryn Gledhill-Tucker

Abstain: Alison Kershaw, Grant Orchard, Amy Patterson, Angus Murray

## Declaration of Interests

Angus Murray declared that he has been seconded to the board of the Australasian Cyber Law Institute. While the organisation's objects are broadly aligned with EFA's, there may be occasions where the policy positions of the Cyber Law Institute may deviate from EFA's positions. Angus will inform EFA when this occurs.

## Acceptance of New Members

All new members were approved by the board.

## Policy Update

Angus updated the board on policy activities.

Our collaborative submission to PJCIS on the Identify and Disrupt Bill was well received, and many of our recommendations were adopted by the Committee. This is a significant win, and the board congratulated Angus on his good work here.

We await the digital advertising inquiry report, and will be particularly interested in the advertising ID sections.

auDA has a proposed strategy for 2021-2025.

The Freedom of Speech constitutional amendment bill is in committee. It is unlikely to succeed as it is a private members bill and it is constitutionally impossible to achieve what the Bill attempts to do. We will support the broad principle of freedom of speech in a submission, but will work on a more detailed policy position on freedom of speech separately.

The latest EFA Talks was a success.

## Ratification of Inter-Meeting Decisions

### Appointment of New Board Members

**Motion: That the board appoints Alison Kershaw to the board as of the beginning of the board meeting on 17 August 2021, subject to Alison Kershaw's acceptance of this appointment.**

Moved: 3 August 2021 by Lyndsey Jackson, Seconded: Justin Warren

For: Lyndsey Jackson, Rita McIlwraith, Kathryn Gledhill-Tucker, Justin Warren

Against: None

Abstain: Richard Prangell, Matt Watt

Approved: 4 August 2021

**Motion: That the board appoints Grant Orchard to the board as of the beginning of the board meeting on 17 August 2021, subject to Grant Orchard's acceptance of this appointment.**

Moved: 3 August 2021 by Lyndsey Jackson, Seconded: Justin Warren

For: Lyndsey Jackson, Rita McIlwraith, Kathryn Gledhill-Tucker, Justin Warren

Against: None

Abstain: Richard Prangell, Matt Watt

Approved: 4 August 2021

**Motion: That the board appoints Amy Patterson to the board as of the beginning of the board meeting on 17 August 2021, subject to Amy Patterson's acceptance of this appointment.**

Moved: 3 August 2021 by Lyndsey Jackson, Seconded: Justin Warren

For: Lyndsey Jackson, Rita McIlwraith, Kathryn Gledhill-Tucker, Justin Warren

Against: None

Abstain: Richard Prangell, Matt Watt

Approved: 4 August 2021

**Motion: That the board appoints Angus Murray to the board as of the beginning of the board meeting on 17 August 2021, subject to Angus Murray's acceptance of this appointment.**

Moved: 11 August 2021 by Richard Prangell, Seconded: Rita McIlwraith

For: Richard Prangell, Rita McIlwraith, Matt Watt, Lyndsey Jackson, Kathryn Gledhill-Tucker, Justin Warren

Against: None

Abstain: None

Approved: 17 August 2021

## Chair Report

The chair presented their report to the meeting.

As part of the chair report, the chair tabled correspondence between herself and other board members, in particular Richard Prangell. As part of Richard's correspondence he asked to table the following items for discussion during the board meeting:

1. Complaints by certain board members about the contributions of the remaining board, which has resulted in an ongoing toxic collaborative environment.
2. The Chair's failure to advertise the board appointment roles publicly in favour of posting on her personal twitter.
3. Mismanagement of our Programs Coordinator. The Chair's misrepresentation of the reasons for termination of the Programs Coordinator to the board. Compliance risk posed by the Programs Coordinator's new volunteer status.
4. The Chair's assumption of instruction and management of our Media Coordinator without prior consent of the board.
5. The Secretary's response to my request set up an email for Angus Murray.

The chair had asked Richard to respond to certain clarifying questions, also tabled in her report, prior to the board meeting. A response was not received from Richard prior to the board meeting.

Richard explained that his lack of response was due to an assumption on his behalf that a response was no longer required due to a phrasing change to the first agenda item for the board meeting. The existing EFA Board Member Code of Conduct, Volunteer Guidelines, and Rules of Incorporation were briefly discussed.

Items 2, 3, and 4 were substantially addressed during discussion, and a more detailed discussion of the remaining issues raised was deferred until the upcoming strategic planning workshop scheduled for Friday 27 August 2021.

**Motion: That the liaison point for a contractor engaged by the organisation will, in the absence of a written direction otherwise, default to the Chair.**

Moved: Lyndsey Jackson, Seconded: Angus Murray

For: Lyndsey Jackson, Justin Warren, Rita McIlwraith, Matt Watt, Richard Prangell, Kathryn Gledhill-Tucker, Angus Murray, Grant Orchard, Amy Patterson, Alison Kershaw

Against: None

Abstain: None

**Motion carried**

## Treasurer Report

Justin updated the meeting with highlights from the financial reports for the past month.

**Motion: That the board accepts the financial reports as a true and fair statement of the organisation's financial position.**

Moved: Justin Warren

Seconded: Rita McIlwraith

For: Lyndsey Jackson, Justin Warren, Rita McIlwraith, Matt Watt, Richard Prangell, Kathryn Gledhill-Tucker

Against: None

Abstain: Angus Murray, Grant Orchard, Amy Patterson, Alison Kershaw

**Motion carried**

## Membership Team

Matt updated the board with current membership numbers and trends.

The board discussed memberships and the operation of the membership team, its scope of authority and decision making processes. Further discussion on these issues was deferred to the upcoming strategy workshop.

## Membership Drive and Member Incentives

This item was partly covered by the update from the membership team. The bulk of discussion was deferred to the strategy workshop.

## EFA Talks

Rita updated the board on the progress of the EFA talks series.

## Proposed Website Changes

The proposed changes to the website navigation items were a sensible operational task that the board determined didn't require a formal motion to agree to.

## Federal Election Campaigning

Further discussion on potential campaigning related to the upcoming federal election were deferred to the upcoming strategy workshop.

## Proposal to Reduce Membership Prices

The board discussed a proposal to trial discounted memberships.

**Motion: That the board reduce the price of Student/Concession, Standard, Contributing, and Sustaining membership levels by 50% for two months from 1 September 2021, and that the board will re-evaluate the discount by the end of this two month trial period.**

Moved: Richard Prangell, Seconded: Angus Murray

For: Richard Prangell, Angus Murray, Lyndsey Jackson, Justin Warren, Rita McIlwraith, Matt Watt, Kathryn Gledhill-Tucker, Grant Orchard, Amy Patterson

Against: None

Abstain: Alison Kershaw

**Motion carried**

## Election of New Secretary

The board discussed that, due to casual vacancies, Justin Warren was currently fulfilling two officer roles, Treasurer and acting Secretary, and determined that it would be preferable to have another person take on the Secretary role.

Amy Paterson was nominated to become Secretary as was elected unopposed.

**Motion: That the board appoint Amy Paterson as Secretary.**

Moved: Richard Prangell, Seconded: Angus Murray

For: Richard Prangell, Angus Murray, Lyndsey Jackson, Justin Warren, Rita McIlwraith, Matt Watt, Kathryn Gledhill-Tucker, Grant Orchard, Amy Patterson, Alison Kershaw

## Trial of NationBuilder

The membership team would like to test and gain familiarity with the NationBuilder system as a potential CRM to replace CiviCRM. The test will not use real EFA membership data.

The Treasurer authorised the approximately \$50 spend of EFA funds requested to fund access to a test instance for 2 months.

## AGM

Planning for the AGM has commenced, and the auditors have been requested to provide a time estimate of when they will be able to complete the audited financial report.

**Justin Warren** to advise the board on timeframes, and provide guidance for the timeline of AGM activities.

## Actions Progress

The board discussed progress on actions in the actions register.

### Registered Body Status

We are waiting on an up-to-date Certificate of Incorporation from SA. **Richard Prangell** to scan in certificate when it is received and add it to the organisation's files, cc: the Secretary.

**Richard Prangell** to request required details of new board members for registered body form.

**Richard Prangell** to cc: the Secretary on these new board member details so they are on file.

## Other Business

The board discussed having a facilitator for the strategy workshop and determined that an external facilitator was not desirable at this stage. **Alison Kershaw** was nominated as someone who could fulfill this role on the day.

**Justin Warren** will provide **Alison** with background materials on the previous strategy session.

## Next Meeting

**21 September 2021 at 7:30pm AEST**

Meeting closed: 10:12pm AEST

# Actions Register

Tracking progress on actions assigned at previous board meetings.

Action No.	Description	Responsible	Due By
2020-03-24	Setup EFA as Australian Registered Body with ASIC  Richard to re-send forms with payment attached.	Richard Prangell	<del>2020-11-17</del> <del>2021-02-15</del> <del>2021-03-16</del> <del>2021-03-31</del> <del>2021-05-10</del> <del>2021-06-17</del> <del>2021-07-20</del> 2021-08-17
2021-08-17.01	Scan in Certificate of Registration when received from SA govt and provide to Secretary for filing	Richard Prangell	2021-09-21
2021-08-17.02	Obtain required details of new board members for registered body form	Richard Prangell	2021-09-21
2021-08-17.03	Provide board members ASIC form details to the Secretary for filing	Richard Prangell	2021-09-21
2021-08-17.04	Provide Alison Kershaw with background materials on previous strategy workshop	Justin Warren	2021-08-20