



MINUTES

48th ANNUAL GENERAL MEETING

Thursday, 9th November 2023 at 4.30pm

Bakewell Meeting Room, Lakes Entrance

1.0 WELCOME, INTRODUCTIONS AND APOLOGIES

Acknowledgement of Country

Anne-Maree Kaser, Chief Executive Officer (CEO) and Company Secretary conducted the Acknowledgement of Country.

Present

C Ross (Chair), G Hodges, A Stuart-Murray, B Hurley, C Gillies, M Scott, R Cooney, A Kaser (CEO/Company Secretary), Members and Staff as per the attendance register.

Apologies

C Turner, P Morgan

Welcome and opening remarks

The CEO/Company Secretary welcomed everyone to the 48th Annual General Meeting (AGM) of Gippsland Lakes Complete Health Limited (GLCH) and noted this year holds special significance as it is the 50th anniversary of community health in Australia.

The CEO/Company Secretary acknowledged and expressed her appreciation to the Executive Management Team, staff and volunteers and thanked the Board of Directors and Independent members for their support, strategic direction and governance.

Before handing over to the Chair for the formal proceedings, the CEO/Company Secretary advised that the proposed amendments to the Constitution had been withdrawn from the agenda and will be presented to members a Special General Meeting to be held prior to the conclusion of the 2023 calendar year.

2.0 OPERATIONAL REPORTS

Annual Report 2023 Overview

The Chair presented the 48th Annual Report of GLCH. The overview included:

- Achievements and challenges
- Initiatives and partnerships
- Financial performance
- Acknowledgement of Directors, CEO, Executive Management Team and Independent Members.
- Thank you to the staff and volunteers.



Endorsement of the Resolutions

The Chair confirmed there was a quorum, from proxy voting forms received and members in attendance.

Voting for all motions was undertaken prior to the meeting. Motions announced and considered carried.

The following motions are to receive the operational reports for the year 2022-23:

- **receive the Annual Report 2023 of the Board of Management.**
- **confirm the minutes of the previous AGM held 10th November 2022**
- **receive the Audited Financial Statements for the year ended June 30, 2023**
- **confirm the auditor for the year ending 30 June 2024.**

The Annual Report and the Audited Financial Statements were made available on the GLCH website earlier in the month.

VAGO are the mandated auditor. The Finance Committee and Board have approved the audited financial statements for 2022-23 and confirm that the company is in a sound financial position.

The motion to receive the operational reports for the year 2022-23 was **endorsed**, unopposed.

The Chair handed back over to the CEO/Company Secretary.

3.0 APPOINTMENT OF DIRECTORS

Resolution to confirm the election of Directors to the Board of Management

The CEO/Company Secretary noted that each year, the terms of 2 elected Directors expire, which creates two vacancies.

Nominations were called for from all eligible members and three nominations were received from Judie Brennan, Carol Ross and Carina Turner.

Carol Ross and Carina Turner received the highest number of votes.

The motion to elect Carol Ross as a Director on the Board of GLCH was **endorsed**.

The motion to elect Carina Turner as a Director on the Board of GLCH was **endorsed**.

Carol Ross and Carina Turner were congratulated on their re-election to the Board.

The unsuccessful candidate, Judie Brennan, was thanked for her nomination to the Board.

4.0 MEETING CLOSE

There was no other business and the meeting closed at 4.45pm.



MINUTES
SPECIAL GENERAL MEETING
Tuesday, 19 December 2023 at 10.30 am.
Bakewell Meeting Room, Lakes Entrance

1.0 WELCOME, INTRODUCTIONS AND APOLOGIES

1.1 Acknowledgement of Country

Anne-Maree Kaser, Chief Executive Officer (CEO) and Company Secretary, conducted the Acknowledgement of Country.

1.2 Present

Members: Carol Ross, Carmel Gillies, Robyn Cooney, Andrew Stuart-Murray, Cheryl Brooks, John Brooks (Guest), Anne-Maree Kaser (CEO/Company Secretary) Sue McInnes (Minutes)

1.3 Apologies

Judie Brennan, Geoff Ellis, Glenn Hodges, Bruce Hurley, Mathew Scott, Carina Turner, Jeffrey Wilson

1.4 Welcome and Opening Remarks

The CEO/Company Secretary welcomed everyone to the meeting.

The Special General Meeting of Gippsland Lakes Complete Health members was convened to consider three special resolutions.

The CEO/Company Secretary confirmed there was a quorum from proxy voting forms received and members in attendance.

Voting for all motions was undertaken prior to the meeting. The following motions were announced and carried.

2.0 RESOLUTIONS

2.1 Adoption of Special Resolution 1 – Amended Constitution

Motion: “Pursuant to Rule 13.1 of the current constitution of Gippsland Lakes Complete Health and section 136 of the Corporations Act 2001 (Cth), Gippsland Lakes Complete Health (ABN 39 041 514 660) adopts the amended constitution attached as Appendix A to the notice as the constitution of the company with immediate effect.”

Motion passed. All in favour.

2.2 Adoption of Special Resolution 2 – Payment to Board Directors

Motion: “Pursuant to cl 6.19.2 of the Gippsland Lakes Complete Health Constitution dated November 2019, Gippsland Lakes Complete Health resolves to approve the payment of directors’ fees to its directors.

The fees payable to directors are to be set in accordance with the Gippsland Lakes Complete Health’s Director Remuneration Policy.

References in the Director Remuneration Policy to the Department of Health's Board Remuneration: Guidance for public hospitals and multi-purpose services, and any fees fixed for Group A5 public hospitals or health services, shall be read as that document, or those fees, as may apply from time to time."

Motion passed. All in favour.

2.3 Adoption of Special Resolution 3 – Retroactive Payment to Board Directors

Motion: "Pursuant to cl 6.19.2 of the Gippsland Lakes Complete Health Constitution dated November 2019, Gippsland Lakes Complete Health resolves to approve and ratify – with retroactive effect – the payment of directors' fees to its directors made in the period between 1 April 2021 to the date of this resolution in the circumstances set out in the Explanatory Paper distributed to members with the notice of this meeting.

Motion passed. 30 for and 3 against.

4.0 MEETING CLOSE

Formal proceedings closed at 10.35 am.