



**General Meeting of
Bourke Aboriginal Corporation Health Service ICN 9365**

Agenda

**Monday, 18 December 2023 at 5.30pm – 7.30pm
BACHS Conference Room, 61 Oxley Street Bourke
and online conference facilities (via Teams)**

Item	Description
1	<p>Welcome, attendees and apologies</p> <p>2.1 Open and Welcome to Country</p> <p>2.2 Attendees</p> <p>2.3 Apologies</p> <p>2.4 Quorum/Open</p>
2	<p>Minutes of the previous general meeting</p> <p>3.1 Confirming the minutes of the previous meeting held 13 November 2023</p> <p>3.2 Matters arising from the previous minutes</p>
3	<p>Special Resolution No SR1 – Proposed change to Rule 5.2 of the Rule Book of Bourke Aboriginal Corporation Health Service ICN 9365</p> <p>Why we are Proposing this Change:</p> <p>These Special Resolutions (SR1 and SR2) were put to the 2023 AGM and were not approved by 75% of members at the AGM. The vote was 10 in favour (66.6667%), 4 against (26.666%) and 1 abstaining (6.666%).</p> <p>The Board continues to believe these suggested rule book changes are very important for BACHS to conduct its business.</p> <p>The reasons for the changes are explained below.</p> <ol style="list-style-type: none"> 1. At times, BACHS has issues with achieving a quorum for Board meetings. 2. The current rule book requires that there always be a majority of Member Directors present for a Board meeting to proceed. 3. If a minimum of 3 Member Directors fail to attend a scheduled meeting, the Board meeting cannot be held.

4. A postponement of a Board meeting is a risk to BACHS, delays decision making and is a significant and unnecessary waste of time and resources.

To improve the governance of BACHS, the Board is proposing 2 simple changes be made to the BACHS Rule Book:

1. Alter Rule 5.2 to remove the need to have a **majority** of Member Directors to form a meeting quorum; and
2. Amend Rule 5.17 to allow for a majority of Directors to be present at a Board meeting for it to proceed. Currently that would 4 Directors.

The board recommends you vote to approve these changes.

The proposed changes to **Rule 5.2 and 5.17** of the BACHS' Rule Book are set out below.

Rule 5.2 Number of Directors

Change Proposed – Deletion of the words “There must always be a majority of member directors.”

The current Rule 5.2 (shown below)

The maximum number of directors is nine. This number includes up to three specialist independent non-member directors.

The minimum number of directors is five. This number includes up to two specialist independent non-member directors.

There must always be a majority of member directors.

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

Proposed replacement Rule 5.2 is:

The maximum number of directors is nine. This number includes up to three specialist independent non-member directors.

The minimum number of directors is five. This number includes up to two specialist independent non-member directors.

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

Resolution: The members resolve that the change to Rule 5.2 attached to the Notice of the Meeting of Members of the corporation be adopted.

<p>4</p>	<p>Special Resolution No. SR2– Proposed change to Rule 5.17 of the Rule Book of Bourke Aboriginal Corporation Health Service ICN 9365</p> <p>Rule 5.17 Quorum for Directors’ Meetings Change Proposed – Deletion of the words “Of the directors present there must be a majority of member directors at all times during the meeting.”</p> <p>The current Rule 5.17 (shown below) <i>A majority of the directors must be present at all times during the meeting. Of the directors present there must be a majority of member directors at all times during the meeting.”</i></p> <p>Proposed replacement Rule 5.17 is: A majority of the directors must be present at all times during the meeting.</p> <p>Resolution: The members resolve that the change to Rule 5.17 attached to the Notice of the Meeting of Members of the corporation be adopted.</p>
<p>5</p>	<p>Approval of Services to be provided by Independent Directors</p> <p>BACHS is seeking to manage a number of complex matters and seeks to utilise the expertise of the Independent Directors (Joanne McRae and Bruce Morris) to assist BACHS. These proposed services are beyond normal Director duties. Directors receive no payment for normal Director duties.</p> <p>The engagement of their services will greatly assist BACHS to deliver a high-quality service to the community and take pressure off management’s time. It is proposed each independent Director will be paid for their work on normal commercial terms.</p> <p>Services to be provided:</p> <ul style="list-style-type: none"> • Joanne McRae – Consulting services in respect to clinic operations, policies and medical and dental service delivery. • Bruce Morris - Consulting services in respect to the development of the new Clinic including managing various consultants, overseeing the project and generally representing BACHS to deliver this important project. <p>Both Directors have significant experience in their respective fields of expertise. The scope of the services and fee is to be determined and approved by the Board.</p> <p>Resolution: The members resolve to approve the engagement of Joanne McRae and Bruce Morris to provide consulting services to BACHS as set out above.</p>

6	Director Elections - Nomination and election of directors – election of 4 vacancies. The following persons have nominated or renominated for election to the Board: <ol style="list-style-type: none">1. Pat Canty (Existing Director and Chair)2. Philip Sullivan (Existing Director)3. Ray Mackay4. Pania Tahu
7	General business
8	Close