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Example of Standard Minutes (Band 1)

Quality Life Insurance
Meeting of the Call Centre Improvement Committee
Held on Monday 5 March 2018
Head Office, Brisbane
Commencing at 4:00pm

1. Attendance

Ms Samantha West was appointed as Chair and the meeting was called to order at 4:00pm. Attendance and apologies were noted. No conflicts of interest were recorded.

Present: Samantha West (Project Manager – Call Centre)**;** Aniket Newcomb (General Manager – Call Centre); Jackie Poole (Head of Human Resources)

Apologies: Anthony Sharp (Team Leader – Call Centre)

2. Previous Minutes

The Committee reviewed the minutes of the previous meeting held on 5 February 2018. No amendments were recorded.

Motion: That the minutes of the previous meeting held on 5 February 2018 be approved as a true and accurate record.

Moved: Samantha West **Seconded:** Aniket Newcomb **Carried unanimously**

Resolution: The Committee approved the previous minutes of the meeting held on 5 February 2018 as a true and accurate record.

3. Call Centre Metrics Project

Samantha provided an update on the Call Centre Metrics Project, with key points as follows:

- A gap analysis had been conducted of the existing call centre metrics program, Avaya, and a set of requirements developed to guide evaluation and selection of a new program.
- The IT Department would assist with the next stage, involving a market scan and data collection on the various options available.

Action: Samantha to forward a copy of the finalised system requirements document to Aniket and Anthony.

4. Recruitment and Onboarding Project

Jackie provided an update regarding progress on the Recruitment and Onboarding Project as follows:

- The project plan had now been verbally approved by the GM Operations.
- Initial stages of the project would include focus groups with key stakeholders.

- Jackie would keep the Committee updated on the outcome of focus groups and any impacts for next stages of the project.

Action: Jackie to obtain the GM Operations' signature on the Recruitment and Onboarding Project Plan, and forward a copy of the signed project plan to Committee members.

Action List

Reference	Action	Date Raised	Responsibility	Deadline
3	Samantha to forward a copy of the finalised system requirements document to Aniket and Anthony.	5 March 2018	Samantha West	ASAP
4	Jackie to obtain the GM Operations' signature on the Recruitment and Onboarding Project Plan, and forward a copy of the signed project plan to Committee members.	5 March 2018	Jackie Poole	ASAP

Example of Complex Minutes (Band 2)

Brisbane Furniture Manufacturing Pty Ltd
Meeting of the Board of Directors
Held on Friday 25 May 2018
Stamford Plaza, Brisbane
Commencing at 6:00pm

1. Attendance

The meeting was called to order at 4:00pm by Ms April McDonald, Board Chair. Attendance and apologies were noted. No conflicts of interest were declared.

Present: April McDonald (Chair), Nigel Forester (Director), Michelle Cowan (Director), Julie Giulana (Director), Jane Nicolau (Chief Executive Officer), Joanne Thomson (Head of Finance), Robin McKenzie (Head of Human Resources), Thomas Madden (Head of Legal)

Apologies: Tara Milne (Director), Taylor Gordon (Head of Operations)

2. Previous Minutes

The Board reviewed the minutes of the previous meeting held on 25 April 2018. No amendments were recorded.

Motion: That the minutes of the Board meeting held on 25 April 2018 be approved as a true and accurate record.

Moved: April McDonald **Seconded:** Nigel Forester **Carried unanimously**

Resolution: The Board approved the previous minutes for the meeting held on 25 April 2018 as a true and accurate record.

3. Audit Committee Report

Joanne Thomson noted that the Audit Committee had reviewed the Consolidated Accounts for the Year to December 2017, as well as the Auditor's Report for the Year ended 31 December 2017, and had recommended that the Board adopt the Audited Accounts. Further discussion around this item took place, with key points as follows:

- The Audit Committee had been advised of changes in the accounting treatment of some items, resulting in minor changes to the Consolidated Accounts for the Year to December 2017.
- The Board queried which items had been impacted. It was clarified that the items related to non-current assets held for sale; and property, plant and equipment. It was noted that complete details are available in the Audit Committee minutes.

Motion: That the Annual Audited Accounts for the year ended 31 December 2017 be adopted.

Moved: Nigel Forester **Seconded:** Michelle Cowan **Carried unanimously**

Resolution: The Board adopted the Annual Audited Accounts for the year ended 31 December 2017.

4. Human Resources Matters

4.1. Unfair dismissal claim

Robin McKenzie provided the Board with an update regarding the unfair dismissal claim which had been lodged by a former employee, Mr Blake Triallis. Discussion took place around this item with key points noted as follows.

- This matter will proceed to a conference with the Fair Work Commission on 15 June 2018, where it is anticipated the parties will be able to reach a settlement. Brisbane Furniture Manufacturing will be represented by employment law firm EL Experts.
- All appropriate steps had been taken to ensure procedural fairness pertaining to termination of Mr Triallis' employment, as per employment law requirements and internal company policy specific to performance improvement and termination processes.
- A settlement amount would likely be in the vicinity of three months' salary, equating to a dollar value of approximately $15,000. A deed would be put in place to ensure no further action could be taken by the former employee following settlement of the matter.
- Board members queried whether settlement was the best course of action. The Board was informed that settling at conference would be preferable to proceeding to a full hearing with the Fair Work Commission, both in terms of financial cost of continued legal fees, as well as risk to the company's brand from a Fair Work hearing.

Motion: That the organisation proceed with proposed settlement of the unfair dismissal claim lodged by Mr Blake Triallis, at the Fair Work conference to be held on 15 June 2018.

Moved: April McDonald **Seconded:** Michelle Cowan **Carried unanimously**

Resolution: The Board approved the proposed settlement of the unfair dismissal claim lodged by Mr Blake Triallis, pending approval of a draft deed by the Board.

Action: Thomas Madden to obtain a draft deed from legal firm EL Experts for approval by the Board.

5. Legal Matters

5.1. Selection of legal firm relating to acquisition of Darra Furniture Manufacturing Pty Ltd.

Thomas Madden provided an update regarding selection of a legal firm to oversee purchase and acquisition of Darra Furniture Manufacturing Pty Ltd. The key points noted were as follows:

- A total of 10 RFPs had been received and evaluated by the Legal Department.
- Plunkett & Craxton's proposal significantly outperformed the others in both cost and service offering, and the Legal Department therefore recommended they be engaged.

The Board indicated that they wished to proceed in engaging Plunkett & Craxton, however requested that a draft service contract be provided to them for approval first. The Board also requested that further conversations take place with key internal stakeholders regarding terms for the contract of sale, alongside advice from Plunkett & Craxton.

Motion: That Plunkett & Craxton be engaged to oversee purchase and acquisition of Darra Manufacturing Pty Ltd, pending approval of a draft service contract by the Board.

Moved: April McDonald **Seconded:** Michelle Cowan **Carried unanimously**

Resolution: The Board agreed to engage the services of Plunkett & Craxton to oversee the purchase and acquisition of Darra Manufacturing Pty Ltd, pending their approval of a draft service contract.

Action:

5.1.1 Thomas Madden to obtain draft service contract from Plunkett & Craxton and forward to Board members for approval.

5.1.2 Thomas Madden to schedule meetings between key stakeholders and Plunkett & Craxton representatives, to discuss terms for the contract of sale.

6. Action List

Reference	Action	Date Raised	Responsibility	Deadline
4.1	Thomas Madden to obtain a draft deed from employment law firm EL	25 May 2018	Thomas Madden	ASAP
5.1.1	Thomas Madden to obtain draft service contract from Plunkett & Craxton for approval by the Board.	25 May 2018	Thomas Madden	ASAP
5.1.2	Thomas Madden to schedule meetings between key stakeholders and Plunkett & Craxton representatives, to discuss terms for the contract of sale.	25 May 2018	Thomas Madden	ASAP

Example of Very Complex Minutes (Band 3)

Brisbane Furniture Manufacturing Pty Ltd
Meeting of the Board of Directors
Held on Friday 25 May 2018
Stamford Plaza, Brisbane
Commencing at 6:00pm

1. Attendance

The meeting was called to order at 4:00pm by Ms April McDonald, Board Chair. Ms McDonald thanked everyone for their attendance and indicated that they would commence by noting attendees present and apologies.

The following attendees were noted as present: April McDonald (Chair), Nigel Forester (Director), Michelle Cowan (Director), Julie Giulana (Director), Jane Nicolau (Chief Executive Officer), Joanne Thomson (Head of Finance), Robin McKenzie (Head of Human Resources), and Thomas Madden (Head of Legal).

The following were noted as apologies: Tara Milne (Director), and Taylor Gordon (Head of Operations)

Ms McDonald asked if there were any conflicts of interest to be declared; attendees indicated that there were not.

2. Previous Minutes

Ms McDonald enquired whether all attendees had received a copy of the previous minutes for review. All attendees confirmed that they had received and reviewed the previous minutes. Ms McDonald asked whether any amendments were required. Attendees indicated that no amendments were needed.

Ms McDonald put forward a motion that the minutes of the Board meeting held on 25 April 2018 be adopted as a true and correct record. The motion was seconded by Mr Nigel Forester and carried unanimously. The Board approved the previous minutes for the meeting held on 25 April 2018 as a true and correct record.

3. Audit Committee Report

Joanne Thomson stated that the Audit Committee had met on 10 May 2018 to review the Consolidated Accounts for the Year to 31 December 2017, as well as the Auditor's Report for the Year End 31 December 2017. Ms Thomson explained that the Committee had been advised of changes in the accounting treatment of some items, which resulted in minor changes to the Consolidated Accounts for the Year to December 2017.

Mr Nigel Forrester queried which items had been impacted. Ms Thomson clarified that the items concerned related to non-current assets held for sale; and property, plant and equipment. Mr Forrester asked whether specific details were available in the attached reports; Ms Thomson confirmed the complete details were available in the Audit Committee minutes.

Mr Forrester asked Ms Thomson whether she was satisfied in the revised accounts. Ms Thomson stated that, following their review, the Audit Committee is satisfied in the Consolidated Accounts for the Year to 31 December 2017, as well as the Auditor's Report for the Year End 31 December 2017. Ms Thomson stated she can confirm that it is the Audit Committee's recommendation that the Board adopt the Annual Audited Accounts.

Nigel Forrester put forward a motion to adopt the Annual Audited Accounts for the year ended 31 December 2017, as reviewed and recommended for approval by the Audit Committee. The motion was seconded by Michelle Cowan and carried unanimously. The Board adopted the Annual Audited Accounts for the year ended 31 December 2017.

4. Human Resources Matters

4.1. Unfair dismissal claim

Mr McKenzie thanked the Board for scheduling this opportunity for him to provide a briefing regarding the unfair dismissal claim which had been lodged by previous Brisbane Furniture Manufacturing employee, Mr Blake Triallis. Mr McKenzie indicated that he would first provide some background information. He stated that Mr Triallis was previously employed in the role of Warehouse Manager, and was terminated on 13 April 2018 due to continued, unresolved poor performance which presented an unacceptable risk to the organisation. Mr Triallis had subsequently lodged a claim for unfair dismissal. The matter was now scheduled to proceed to a conference with the Fair Work Commission on 15 June 2018; Mr McKenzie and Mr Madden would be in attendance along with a representative from Brisbane Furniture Manufacturing's employment law firm, EL Experts. Mr McKenzie stated that he anticipates the parties will be able to reach a settlement at conference.

Ms Cowan asked what process had been followed leading up to Mr Triallis' termination. Mr McKenzie stated that Mr Triallis had been placed on a performance improvement plan for a period of three months, however was unsuccessful in meeting the required standards at the end of that period. Mr Triallis was subsequently invited to respond to the ongoing performance concerns in a meeting held on 10 April 2018. After considering his response in that meeting, as well as a subsequent meeting on 12 April 2018, Brisbane Furniture Manufacturing opted to terminate his employment effective 13 April 2018. Mr McKenzie assured the Board that all appropriate steps had been taken to ensure procedural fairness in line with employment law requirements and internal company policy specific to performance improvement and termination processes.

Ms Giulana asked what the anticipated amount of a settlement would be. Mr McKenzie stated that as Mr Triallis' previous salary was $60,000 per annum, a likely settlement amount would be in the vicinity of three months' salary, equating to a dollar value of approximately $15,000. Ms Giulana questioned why a settlement was being contemplated at conference stage. Mr McKenzie explained that proceeding to a full hearing with the Fair Work Commission would be very costly due to continued legal fees, and would also present a risk to the organisation's reputation. It was therefore preferable to settle at conference if possible. Ms Giulana thanked Mr McKenzie for this additional information and requested that Mr McKenzie continue to keep the Board updated on the progress of this matter.

Ms McDonald asked if there were any further questions on this item. Attendees indicated that there were not. Ms McDonald put forward a motion to proceed with proposed settlement of the unfair dismissal claim lodged by Mr Blake Triallis, at the Fair Work conference to be held on 15

June 2018, pending approval of a draft deed by the Board. The motion was seconded by Michelle Cowan, and carried unanimously.

The Board approved the proposed settlement of the unfair dismissal claim lodged by Mr Blake Triallis, pending approval of a draft deed by the Board. Ms McDonald confirmed that an action item was to be noted for Thomas McKenzie to obtain a draft deed from legal firm EL Experts for approval by the Board.

5. Legal Matters

5.1. Selection of legal firm relating to acquisition of Darra Manufacturing Pty Ltd.

Mr Madden stated that the next item related to selection of a legal firm to oversee the purchase and acquisition of Darra Manufacturing Pty Ltd. Mr Madden informed the Board that Requests for Proposals (RFPs) had now been received and evaluated by the Legal Department. A total of 10 RFPs were evaluated, with Plunkett & Craxton's proposal significantly outperforming the others both in terms of cost and service offering. The Legal Department had therefore made the recommendation that Brisbane Furniture Manufacturing proceed in engaging Plunkett & Craxton to oversee purchase and acquisition of Darra Manufacturing Pty Ltd.

Ms McDonald asked what Mr Madden proposed in terms of next steps in this process. Mr Madden indicated that a service contract would need to be put in place as the first step. Ms McDonald requested that Mr Madden proceed in obtaining a draft service contract from Plunkett & Craxton, to be provided to the Board for approval. Mr Madden stated that he would proceed in arranging this. He informed the Board that subsequent to this, further conversations with key internal stakeholders would be needed to confirm desired terms for the contract of sale, alongside advice from Plunkett & Craxton.

Ms McDonald put forward a motion to engage services of Plunkett & Craxton to oversee purchase and acquisition of Darra Manufacturing Pty Ltd, pending approval of draft service contract by the Board. The motion was seconded by Michelle Cowan and carried unanimously.

The Board agreed to engage the services of Plunkett & Craxton to oversee the purchase and acquisition of Darra Manufacturing Pty Ltd, pending approval of a draft service contract by the Board. Ms McDonald requested that two action items be noted for Thomas Madden: first, to obtain a draft service contract from Plunkett & Craxton for approval by the Board; second, to schedule meetings between himself, key internal stakeholders and Plunkett & Craxton representatives, to discuss terms for the contract of sale.

6. Action List

Reference	Action	Date Raised	Responsibility	Deadline
4.1	Thomas Madden to obtain a draft deed from employment law firm EL	25 May 2018	Thomas Madden	ASAP
5.1.1	Thomas Madden to obtain draft service contract from Plunkett & Craxton for approval by the Board.	25 May 2018	Thomas Madden	ASAP
5.1.2	Thomas Madden to schedule	25 May	Thomas Madden	ASAP

	meetings between himself, key internal stakeholders and Plunkett & Craxton representatives, to discuss terms for the contract of sale.	2018		

Last updated 16/05/19