



## BOARD MEETING – MINUTES

MEETING: BOARD		DATE: 19 NOVEMBER 2009	AT: BIOSPHERE FOUNDATION OFFICE, HASTINGS
BUSINESS ITEMS	DECISION / RESOLUTION		ACTION / STATUS
<b>1. PROCEDURAL MATTERS</b>			
1.1 PRESENT  APOLOGIES	<b>Chair:</b> Rob Gell <b>Directors:</b> Jack Krohn (Secretary & Public Officer), Jane Jobe (Deputy Chair), Jeff Weir (Treasurer), Libby Anthony, Stuart Halligan, Lynette Keleher, Reade Smith, <b>Alternate Directors:</b> Kevin Yorke <b>Executive Officer:</b> Cecelia Witton <b>Minutes Secretary:</b> Yvonne Reifenberg  Bob Brinkman, Peter Woodgate, Jim Kerin		
1.2 POTENTIAL CONFLICT OF INTEREST	No potential conflicts of interest were declared.		
1.3 MINUTES OF PREVIOUS MEETING 15 OCTOBER 2009	The Minutes of the Board Meeting as circulated to all Board Members prior to this meeting, were accepted. <i>Moved: Jeff Weir; Seconded: Jack Krohn; Carried</i>		
1.4 DRAFT MINUTES OF A G M HELD 18 OCTOBER 2009	The draft minutes of the Annual General Meeting held at Hastings Hall, on Sunday, 18 October 2009, were accepted. <i>Moved: Jeff Weir; Seconded: Jack Krohn; Carried</i>  The Chair acknowledged the contributions made by Janet Borley, Watson Creek Project Officer.		Jane Jobe will post the approved minutes on the Foundation's website.
1.5 RECORD OF EXECUTIVE PLU DISCUSSIONS 18 NOVEMBER 2009	Copies of the record of the Executive Discussions (held via phone link up) were circulated to all Board Members in attendance and noted.		

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<p>1.6 CONFIRMATION OF DIRECTORS AND ALTERNATE DIRECTORS</p>	<p>At the end of the Foundation's Annual General Meeting on Sunday, 18 October 2009, the terms of several Directors expired and under the requirement of the Constitution, even through some had not served a complete two year term, having replaced an earlier Director mid-term.</p> <p>The following Directors have retired and were subsequently reappointed by their constituents (Councils and Roundtables):</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">LIBBY ANTHONY</td> <td style="width: 30%;">Representative – Frankston City Council</td> <td style="width: 30%;"></td> <td style="width: 10%;"></td> </tr> <tr> <td>    Alternate Director</td> <td>Rachel Weaver</td> <td></td> <td></td> </tr> <tr> <td>LYNETTE KELEHER</td> <td>Representative – the City of Casey</td> <td></td> <td></td> </tr> <tr> <td>    Alternate Director</td> <td>to be advised</td> <td></td> <td></td> </tr> <tr> <td>READE SMITH</td> <td>Representative – Mornington Peninsula shire Council</td> <td></td> <td></td> </tr> <tr> <td>    Alternate Director</td> <td>Alex Atkins</td> <td></td> <td></td> </tr> <tr> <td>JIM KERIN</td> <td>Representative – Frankston Roundtable</td> <td></td> <td></td> </tr> <tr> <td>    Alternate Director</td> <td>Alison Kuitert</td> <td></td> <td></td> </tr> </table> <p>The following Directors were re-election by their respective Roundtables as per the Rules of the Roundtables:</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">JANE JOBE</td> <td style="width: 30%;">Representative – Bass Coast Roundtable</td> <td style="width: 30%;"></td> <td style="width: 10%;"></td> </tr> <tr> <td>    Alternate Director</td> <td>Neil Beddoe</td> <td></td> <td></td> </tr> <tr> <td>JEFF WEIR</td> <td>Representative - Mornington Peninsula Roundtable</td> <td></td> <td></td> </tr> <tr> <td>    Alternate Director</td> <td>Peter Woodgate</td> <td></td> <td></td> </tr> </table> <p>Parks Victoria's representative, Bob Brinkman, has retired from the Board due to relocation of duties, and Graeme Davis was nominates as the new representative. Kevin Yorke was nominated to continue to represent Parks Victoria as Alternate Director.</p> <p><b>Resolution</b>  <i>The Board accepted the above nominations; however, some of these still require the appropriate documentation to be received for lodgement with ASIC.</i>  <i>Moved: Jack Krohn; Seconded: Kevin Yorke; Carried</i></p>			LIBBY ANTHONY	Representative – Frankston City Council			Alternate Director	Rachel Weaver			LYNETTE KELEHER	Representative – the City of Casey			Alternate Director	to be advised			READE SMITH	Representative – Mornington Peninsula shire Council			Alternate Director	Alex Atkins			JIM KERIN	Representative – Frankston Roundtable			Alternate Director	Alison Kuitert			JANE JOBE	Representative – Bass Coast Roundtable			Alternate Director	Neil Beddoe			JEFF WEIR	Representative - Mornington Peninsula Roundtable			Alternate Director	Peter Woodgate			<p>Lynette Keleher proposed that Nicola Ward, Manager, Environment, at Casey Council, would become her Alternate; however this requires to be confirmed. The prerequisite letter of nomination will be required from the City of Casey.</p> <p>Cecelia Witton will lodge these changes with ASIC.</p>	
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1.7 ELECTION OF OFFICE BEARERS 2009-2010	<p>The Chair called for nominations and the following Directors were duly elected as Office Bearers for 2009-2010:</p> <ul style="list-style-type: none"> <li>▪ DEPUTY CHAIR – JANE JOBE <i>Moved: Jack Krohn; Seconded: Reade Smith; Carried</i></li> <li>▪ SECRETARY (and Public Officer) – JACK KROHN <i>Moved: Jeff Weir; Seconded: Stuart Halligan; Carried</i></li> <li>▪ TREASURER – JEFF WEIR <i>Moved: Jack Krohn; Seconded: Reade Smith; Carried</i></li> </ul>			
<b>2. REPORTS TO BE TABLED AND RECEIVED</b>				
2.1 CHAIR'S REPORT (ROB GELL)	<p>Rob Gell reported that he has had conversations with Chief Executive Officers, Dr Michael Kennedy and George Modrich, indicating that some very interesting projects will be emerging.</p> <p>Rob also advised the Board that Michael Kennedy understands the Foundation's current situation and has agreed to facilitate meetings with the Chief Executive Officers of Frankston, Cardinia, Casey and Bass Coast Councils, to strengthen support for the Biosphere. Further impetus for greater local Council engagement was generated with the launch of the Noosa Biosphere and the formation of an <i>Australian Man and the Biosphere Network</i> (refer Agenda Item 3.1 for report).</p> <p>The Chair's report was received.</p>			
2.2 REPORT BY SECRETARY / PUBLIC OFFICER (JACK KROHN)	<p>Jack Krohn informed the Board of a proposal/request received from film maker, Harry Williamson, who is seeking to create a DVD that combined footage of the North Devon Biosphere and Victorian Biosphere reserves, with focus on the special places of interest and the issues of climate change. The launch of the DVD would be linked with two concerts to be held in Melbourne on Saturday, 27 February 2010. Mr Williamson requested the Foundation's assistance in finding suitable locations within this Biosphere.</p>	<p>Jack Krohn has undertaken to assist Mr Williamson with his local research.</p>		

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2.3 EXECUTIVE OFFICER'S REPORT (CECELIA WITTON)	<p>Cecelia Witton's report generated discussion of a number of areas that the Foundation should explore further.</p> <p>The AgFutures workshop held in Cardinia Shire was also attended by Stuart Halligan, who is also a member of the Asparagus Council. He indicated that this Council may be looking at something from the Biosphere to enhance its products. He also emphasised that the Biosphere should endeavour to capture the interests of other agricultural business in the Bunyip and Koo Wee Rup regions.</p> <p>In relationship to developing a Biosphere Business Network, Libby Anthony proposed that the Foundation should focus on developing a Business Membership - at a fee of \$500.00 - in an endeavour to fill the Board vacancy of Business Director.</p> <p><b>Resolution:</b>  <i>The Board resolved that the membership fee for members in the Business category should be set at \$500.00 in return for providing guidance to Business Members on how to operate in a more generally sustainable manner.</i>  <i>Moved: Libby Anthony; Seconded: Jeff Weir; Carried</i></p> <p>The Board also agreed that the 8 page Biosphere brochure should be completed and distributed once regionally representative photographs became available from all Councils.</p> <p>The Executive Officer's Report was received.</p>	<p>Stuart advised the contact is Vin Morris, AgriBusiness Manager, Casey and Cardinia Councils.</p> <p>Libby Anthony offered to prepare a suitable proposal for the Board's consideration.</p> <p>Stuart Halligan offered to provide Jane Jobe with agricultural photos of Cardinia Shire.</p>	
2.4 FINANCIAL REPORT (CECELIA WITTON)	<p>Financial statements as at 30 October 2009 and Cash Flow Projection at 12 November 2009 circulated prior to the Board Meeting. A second extension of the Cash Flow Projection was distributed at the meeting.</p> <p>Cecelia Witton emphasised the following matters (as outlined in her report) namely:</p> <ul style="list-style-type: none"> <li>▪ The Bandicoot Buddy Fund Raising Appeal did not generate the financial revenue hoped for.</li> <li>▪ The Outcome of the Ross Trust funding application (seeking core operational funding) will not be known for 6-8 weeks.</li> <li>▪ The current lease obligation is \$22,000 - payable to May 2011.</li> <li>▪ The positions of the Executive Officer and staff are unsustainable without cash flow.</li> </ul>		

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2.4	FINANCIAL REPORT (cont.)	<p>The Financial Report was accepted. <i>Moved: Jeff Weir; Seconded: Jack Krohn; Carried</i></p> <p>The Board was called on to address the issues raised and reach a decision at this meeting.</p> <p><u>Office Accommodation:</u> The Board agreed on the following actions:</p> <ul style="list-style-type: none"> <li>▪ Exploring the availability of suitable free office accommodation at Mornington Peninsula Shire Council owned facilities, eg. Tyabb Hall, Hastings Hall (former office), bearing in mind the need to ensure security of assets and records. The use of Council facilities in Casey would incur staff travelling costs, which would be a consideration.</li> <li>▪ Ascertaining from the real estate agent the situation regarding the current subleasing market.</li> </ul> <p>The cost of relocating the Biosphere Office would also have to be considered, including the cost of moving, dis/re-connecting all utilities, including telephone and internet services.</p> <p><u>Staffing:</u> Discussions on cost saving options continued in the absence of Cecelia Witton and Yvonne Reifenberg. The Board concluded that:</p> <ul style="list-style-type: none"> <li>▪ in the absence of additional incoming funds and without identifying a new tenant, no funds to pay staff would be available by the end of December.</li> <li>▪ the situation should be monitored by the Treasurer on behalf of the Executive and the Board, in close consultation with the Executive Officer.</li> </ul> <p><b>Resolution:</b> <i>The Board resolved that the Treasurer should work with the Executive Officer to develop a financial budget, including reducing paid staff costs, within the limits of available resources and the results of seeking an alternative tenant.</i> <i>Moved: Libby Anthony; Seconded: Jack Krohn; Carried.</i></p>				<p>Contact for Hastings facilities is Peter Gore at Mornington Peninsula Council offices in Hastings.</p> <p>Cecelia Witton will discuss this with the real estate agent.</p> <p>Jeff Weir and Cecelia Witton will develop a revised budget.</p>		

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<p>2.5 PROJECTS</p> <p>2.5.1 SOUTHERN BROWN BANDICOOT RECOVERY</p> <p>2.5.2 WATSON CREEK</p>	<p>An update of this project will be presented at the Board Meeting on 17 December.</p> <p>Janet Borley was invited to attend the <i>Sensitive Waterways Conference</i> being held in Brisbane on 16-17 November. AUSVEG facilitated a workshop on behalf of Horticulture Australia's Industry Advisory Committee, to enable the three proposal proponents to discuss their projects and explore ways by which they can work together to deliver outcomes for growers that improve sensitive waterway management in their respective regions. Lou Gazzola, the President of the Vegetable Growers Association of Victoria, requested that Janet attend.</p> <p>The project reports were received.</p>	<p>David Nicholls will provide an update.</p> <p>Janet Borley will provide a report for the December Board Meeting.</p>		
<p>2.6 RESEARCH COMMITTEE</p>	<p>A report will be submitted for the Board Meeting to be held on 17 December.</p>	<p>A report will be provided by Research Committee.</p>		
<p>2.7 ROUNDTABLE REPORTS</p>	<p>The report received from Frankston Roundtables was noted.</p>			
3. SUBMISSIONS AND PRESENTATIONS				
<p>3.1 REPORT ON VISIT TO NOOSA BIOSPHERE (ROB GELL)</p>	<p>A hardcopy of Rob Gell's report was circulated to Board Members at the meeting.</p> <p>At the invitation of Russell Stewart, Chairman of the newly proclaimed Great Sandy Biosphere, Rob attended a series of meetings and functions to discuss the establishment of an Australian Association of Biospheres and the furthering of alliances with the Noosa and Great Sandy Biospheres, as well as a better understanding of programs being undertaken in Queensland Biospheres and collaborative opportunities that might be available.</p>			

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<p>3.1 REPORT ON VISIT TO NOOSA BIOSPHERE (ROB GELL) <i>(cont.)</i></p>	<p>This visit was also an opportunity for Rob to meet and engage with Dr Natarajan Ishwaran, the Director of the Division of Ecological and Earth Sciences, Natural Sciences Sector, UNESCO.</p> <p>Rob reported that there is discussion at the UNESCO/MAB level about the evolution of Generation 1 and Generation 2 (eg. Australian National Parks), Generation 3 (eg. Mornington Peninsula &amp; Western Port Biosphere) and Generation 4 (eg. Noosa and Great Sandy) Biospheres. It is possible that Generation 1 and 2 Biospheres may be discontinued without the development of <i>buffer</i> and <i>transitional</i> zones.</p> <p>The creation of an <i>Australian Man and the Biosphere Network</i> was initiated with the agreement of Michael Donovan as Chair of the Noosa Biosphere, Russell Steward as Chair of the Great Sandy Biosphere, and Rob Gell, as Chair of the MP&amp;WP Biosphere. There are no immediate costs to this Biosphere and further details will be fleshed out in due course.</p> <p><b>Resolution:</b> <i>The Board has received the statement of intent to form an Australian Man and the Biosphere Network and has given its in principle support, while awaiting a detailed proposal.</i> <i>Moved: Jack Krohn; Seconded: Jeff Weir; Carried</i></p> <p>The launch of the Noosa Biosphere demonstrated full engagement with the arts, culture, community, economic development, education, environment and tourism. This should provide further impetus for the MP&amp;WP Biosphere to explore opportunities in the following areas:</p> <ul style="list-style-type: none"> <li>- Tourism Victoria as a partner</li> <li>- Accreditation schemes for sustainable consumption and tourism</li> <li>- Cultural education</li> <li>- Indigenous engagement</li> <li>- Identification of a communications partner</li> </ul> <p>A DVD of the Noosa Biosphere launch is available and Board Members requested copies, especially for distribution to their Councils.</p>	<p>Cecelia Witton will distribute copies.</p>		

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<b>4. GENERAL BUSINESS</b>								
4.1.1 NEW MEMBERS		<p>New Members approved were:</p> <p style="padding-left: 40px;">John Bennetts, Patsy Martin, Larry Osborne, Andrew Hickinbotham, Steve Robin, Southern Dandenongs Community Nursery, Westernport &amp; Peninsula Protection Council</p> <p><i>Moved: Jack Krohn; Seconded: Jeff Weir;; Carried</i></p>						
4.1.2 STATUS OF GENERAL MEMBERS AS FINANCIAL AND NON-FINANCIAL MEMBERS - PROPOSAL		<p>The Board discussed the proposal to develop a policy regarding non-financial General Members in relation to their inclusion on the General Members Register, in order to resolve an issue resulting from the Foundation's Constitution not addressing this specific aspect of membership.</p> <p>A 5<sup>th</sup> category was added to the proposal and General Members are to be advised (via letter or as part of the invoice) that they will be removed from the Membership Register if they do not renew their membership when invoiced.</p> <p><b>Resolution:</b> <i>The Board resolved that General Members be removed from the Membership Register, if they fall under one of the following categories:</i></p> <ol style="list-style-type: none"> <li>1. <i>General Members who are expelled under Clause 13 of the Constitution.</i></li> <li>2. <i>General Members who have issued a written resignation</i></li> <li>3. <i>General Members who have indicated in writing or verbally that they no longer wish to have contact with the organisation.</i></li> <li>4. <i>General Members who have left the area and/or have not advised a forwarding address.</i></li> <li>5. <i>General Members who have failed to renew their annual membership.</i></li> </ol> <p><i>Moved: Jack Krohn; Seconded: Libby Anthony; Carried</i></p>						

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4.2 CORRESPONDENCE		The Correspondence Folder was circulated among the Board Members and those in attendance initialled the Signature Sheet.						
4.3 OTHER BUSINESS		Frankston Council Publication " <i>Natural Reserves within Frankston City</i> " Libby Anthony distributed copies of this excellent publication at the meeting. The Frankston municipality has a wide range of natural reserves and the colourfully illustrated booklet presents the history, flora and fauna, things to do, maps of walking trails and facilities available in each of these reserves.						
4.4 NEXT BOARD MEETING		The next Board Meeting will be held on Thursday, 17 December 2009, at 8.00 am, at the Biosphere Office in Hastings.						