

AGM MEETING MINUTES

of Westgate Health Cooperative Ltd (“WHC”) on
ZOOM (moderated by Luke Bowen)
6.30pm Thursday 28 October, 2021.

No.	Agenda Item	
	Opening	JM (Chair) opened meeting at approx. 6.40pm.
	Present	Jennifer Morris (Chair) (JM) Yolande Powrie (Secretary) (YP) Jason Faranda (Treasurer) (JF) Bev Kennedy (BK) Ross Williamson (RW) Clare Roczniok (CR) Allison Crunden (Deputy Chair) (AC) Liz Hunter (CEO) (LH) with 30 registered members as noted on Registration Sheet.
1	Welcome and acknowledgement of country	JM acknowledged and paid respect to the peoples of the Kulin Nation and welcomed members to the first AGM conducted via ZOOM. Special thanks were noted to Luke Bowen (member) for facilitating the technical side of the meeting.
2	Introduction to Zoom	Luke Bowen gave an overview of Zoom and facilitated a practice vote.
3	Confirmation of minutes	Motion: To confirm the Minutes from the 2020 AGM on 25 February 2021 Carried.
4	Presentation of Annual Report by Jenny Morris, Chairperson	Chair Report: JM noted her thanks to LH and the staff for their extraordinary work in these extraordinary times from a grateful membership. She also acknowledged contributions of, and thanked, fellow board members. Commended members to read Line in the Sand review summary that is on the web which outlines progress of the board in addressing ‘the Line in the Sand’ recommendations. Noted that the complexity of a co-operative bulk billing medical practice was highlighted by recent voluntary administration of National Health Co-op in Canberra with learnings that are relevant to WHC. Noted that the Strategic plan (Horizon 1 and 2) is a living document that will continue to respond to our reality and to seek out opportunities where we can further serve our members and the community. It was affirming to receive independent review of board that concluded “The governance in WHC is in a good place on a continuing journey towards high effectiveness”

5	Presentation of CEO Report by Liz Hunter, CEO	<p>CEO Report: LH reflected on a tough (fabulous and tumultuous) year that could be summed up in two words: patience and patients! It has in particular required patience of members dealing with the restrictions and delays in getting appointments.</p> <p>Motion: That the Annual Report circulated prior to the meeting be received.</p> <p>Carried</p>
6	Presentation of Financial, Treasurer and Auditors Report by Jason Faranda, Treasurer	<p>Treasurer Report: It has been a challenging year affected by COVID. Govt support for COVID was substantial and ensured a small profit for the year. Healthy balance sheet despite COVID. Summary of the Westgate Heath Charitable Fund was provided noting when it was started and its purpose. It is tax exempt. Charitable funds are invested in the stock market so returns can be variable and were affected by COVID (drop in 2020 followed by recovery in 2021). Total funds are now \$504,021. Summary of guidelines was shown – these have been developed in the past two years and will be revised again – essentially the Fund is there to ensure the Coop lasts into the future. It is for Coop capital works and support projects or research which are aligned with the Coop</p> <p>Question 1: Comment: Thank you for additional information on the Charitable Fund Question: Impact on Coop with no JobKeeper. Response: Confirmed that Jobkeeper of around \$600,000 was critical but COVID also added other costs and impacted on visitation. We were also down two doctors, although that situation has improved.</p> <p>Question 2: Question: Membership Response: It was noted membership revenue was down \$50,000 on previous year, likely due to people not attending during COVID. Co-op expects membership to remain at current levels</p> <p>Question 3: Question: Is COVID the sole reason for drop in members? Response: Not sole reason as we have been short on doctors meaning access to appointments has been difficult. It is very difficult to recruit.</p> <p>Question 4: Question: Principles of Charitable Fund Response: Set up to be spent on Co-op but board propose to change the rules to allow funds to go to external agencies with strong synergy to WHC objectives in addition to charitable activities within WHC.</p> <p>Motion: That the Financial Reports circulated prior to the meeting be received.</p> <p>Carried</p> <p>Motion: That Stannards Accountants and Auditors will continue to be the auditors for this financial year.</p> <p>Carried</p>

7	Special Resolution	<p>JM noted that as part of the Board’s commitment to good governance the board appointed Prolegius (specialist in charity and not-for-profit law) to review the Rules. The Board felt it was time to review the Rules to ensure that they continue to be fit for propose and meet current legislative requirements. Members were given opportunity to provide feedback over a 3-week period. No feedback was provided.</p> <p>Question 1: Question: Reasons for changes noting that a copy hadn’t been received or sighted. Response: (YP) Noted that changes were highlighted in a marked up version and a summary with rationale for changes provided. In summary:</p> <ul style="list-style-type: none"> ▪ Language changed – modernized to reflect current language ▪ Strengthening of a clause to protect health and safety of members and staff ▪ Allow meetings to be held via ZOOM ▪ Change to 1 year rather than 3 year membership. <p>YP confirmed that there was no change in direction, so mostly housekeeping.</p> <p>Comment: A member noted that she had received the full package and changes were clearly highlighted (22 Sept). Later, member acknowledged he had found papers in his Inbox</p> <p>LH noted that if anyone wished a further copy of the package they should contact her.</p> <p>Motion was read out: Special resolution was moved. Carried</p>
8	Director Nominees and Introductions	<p>JM noted there were 5 nominations for 5 positions: 2 vacant and 3 incumbent. As per advice of returning officer Ken Dyer those members are declared elected and no election is required under the constitution. Renominating directors spoke briefly as to their reasons for renominating:</p> <ul style="list-style-type: none"> ▪ YP – Originally appointed in 2020. Humbled to be reappointed. Summarized herself as having the heart of a socialist, head of a banker and gut of a country kid. Lives locally. 2 kids, one born since first appointed. Passionate about governance and established the governance sub-committee this year; also offers broad management skills in management and communication. ▪ CR – Originally appointed in 2019. A GP so understands the doctors and is in touch with community as she works not far away. The Co-op is a really important part of the community; it’s a special place in the medical world and she wants to help preserve that and evolve. Noted that the board do not see doctors as just revenue raisers. We see them as part of the team and when we lose them, we grieve and when we get new ones we celebrate them. Have been involved with the Co-op since the 80’s. Wants to preserve the passion and commitment of WHC to the community. ▪ RW – Originally appointed in 2019 at the AGM after the SGM of 2019. Passionate about the charity fund and ensuring that services provided by the Coop are made available free or at an affordable rate to those who are in need or cannot afford health cover incl dentistry

		<p>New directors:</p> <ul style="list-style-type: none"> ▪ Adrian Jobson: A pleasure to be part of the board and to be so hospitably received. Long time local. Early banking skills learnt in Newport. Career in finance. Has led a financial cooperative. Currently a coach and consultant and mentor to new business. Has experience in legal, banking, audit, brand management and marketing. ▪ Stuart James: Has been a member for around 15 years; delighted with service he and family have received. Resident of area for 20 years. Formally trained in economics. Worked in govt utilities and private sector; applied skills in strategy, economic research and policy development; ability to translate technical language into language can be understood by the lay person; interested in ensuring accessibility of the service to the community especially those who may find it hard to navigate the health system such as people with English as a 2nd language. Pleased to be appointed to the board.
9	<p>Member questions facilitated by Yolande Powrie</p>	<p>Question 1: Comment / Question: I learnt today... that Dr Tran is returning to Bairnsdale. Is it possible that some stability can return to Westgate Health, and Doctors can be employed for the longer-term? Is this not possible in today's world, or is it something that clients of the Co-Op now have to get used to?</p> <p>Response (LH): This and other similar questions had been raised in the chat during the night about doctors. Need to be respectful of doctor's choices but Dr Hieu Tran would be happy for us to say that he was very happy here and has only moved back to Bairnsdale as his wife has accepted a position back there – he was a wonderful example of a GP attracted to WHC for our purpose and ethos, and who lived the values of our organisation. We have just recruited a new GP, Dr Sunil, who is also very happy to be here and we have had nothing but high praise for him since he started. Getting a full-time doctor like him is very challenging as there are a few factors influencing Dr recruitment and retention:</p> <ol style="list-style-type: none"> 1. We are clear on our brand and committed to finding team members aligned to purpose/ethos of WHC. Many Drs are not interested in the financial mechanics of bulk billing 2. A global pandemic has increased demand, reduced international supply and the % of doctors becoming GPs is dropping 3. We are not considered an 'area of need' by Federal Government and therefore have some structural challenges with 'the system' in gaining priority access to Drs holding Visas. <p>Question 1 – Part 2: Question: To help provide this stability would it be worthwhile considering that some financial incentive i.e shares in the organisation, be offered to GP's thus encouraging them to stay for the longer term.</p> <p>Response (YP): The example of shares specifically is not appropriate as WHC is a non-distributing co-operative. WHC does not have shares or share capital and must use surplus funds to support its activities. Non-distributing co-operatives are appropriate for a community organisation.</p>

In terms of broader financial incentives, the Board considers these from time to time and if appropriate given, market challenges to secure health care professionals whilst mindful of what is fair and equitable for existing Doctors. We take on board the sentiment and suggestion.

Question 2:

Question: Supply of vaccines – were we being discriminated against in not getting supply as early as others?

Response (LH):

You get what you are given. We asked for 150, planned for that and were only given 50!

Based on the uncertainty we decided our priority was to focus on niche rather than scale, thus targeting those members who were disadvantaged and would not have been able to go to a mass vaccination clinic including us vaccinating in the home

Question 3:

Question: Will online booking system be continued?

Response (LH):

Absolutely yes. There is background work being done to enhance this process.

Question 4:

Question: Can we contribute more to families in need?

Responses:

YP – We have some flexibility in rules to allow this to happen for social as well as economic reasons and we will look at this in our review of the Charitable Fund rules.

JF – The Charitable Fund is tax deductible but advice as to paying for someone’s membership and the tax implications would need to be sought.

JF – As noted earlier in the meeting there is more work being done on this to make it a simpler process to provide help whether through the Charity Fund or directly through the Coop.

Question 5:

Question: Professional development

Response (LH):

WHC has a commitment to training; generally 50% to be done in own time but assessed on a case by case basis.

Question 6:

Question from nurse:

Question related to study from 3 years ago; want to understand current policy and procedure re training

Response (JM): As she had previously indicated, she would discuss this one to one.

Question 7:

Question: Professional supervision outside the organization of doctors

Responses:

JM – There is not a professional requirement for supervision but within the clinic there is collegiality and monthly doctors meetings. Doctors appreciate this collegiate environment that does not exist in all clinics.

CR – Doctors have mentors / supervisors during their GP training but are not a requirement post the completion of their program.

Doctors would generally prefer to make their own arrangements and there are a number of organisations that can facilitate this which WHC supports. .

		<p>Question 8: Question: Is there an EAP (employee access program)? Response (YP): Yes, all staff have access to the confidential EAP.</p>
10	Other Business	As no other business had been notified to the board, the meeting was declared closed with Members being thanked for their attendance.
	Meeting Closed	8.10pm