



CEACA

Supporting Age Friendly Communities

**CENTRAL EAST AGED CARE ALLIANCE
INC (CEACA) COMMITTEE MEETING**

HELD TUESDAY 26 FEBRUARY 2019

**NUNGARIN COMMUNITY RECREATION
CENTRE**

MINUTES



CONTENTS

1.	OPENING AND ANNOUNCEMENTS	3
2.	RECORD OF ATTENDANCE AND APOLOGIES	3
2.1	Attendance - Members	3
2.2	Attendance - Observers	3
2.3	Attendance - Guests.....	4
2.4	Apologies.....	4
3.	DECLARATION OF INTEREST	4
4.	PRESENTATIONS/MEETINGS	4
5.	MINUTES OF MEETINGS	4
5.1	Minutes from a Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 14 November 2018 (Attachment).....	4
5.2	Minutes from an Executive Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 12 December 2018 (Attachment)	5
5.3	Minutes from an Executive Committee Meeting of the Central East Aged Care Alliance Inc held Monday 11 February 2019 (Attachment).....	5
5.4	Executive Officer Action Sheet as at 19 February 2019	5
5.5	Executive Officer Report as at 19 February 2019	6
6.	MATTERS FOR NOTING	9
6.1	Complying with the <i>Associations Incorporation Act 2015</i> – Self-Check (Attachment)9	
7.	ACTING CHAIR’S REPORT (ATTACHMENT).....	9
8.	BUSINESS OF THE MEETING	11
8.1	Project Update (Financial) – Shire of Merredin	11
8.2	Project Manager’s Update – Access Housing	12
8.3	CEACA 2018/2019 Budget Review	14
8.4	Preparation of the 2019/2020 CEACA Budget.....	20
8.5	Transfer of Freehold Land Owned by the Shires of Bruce Rock, Kellerberrin Koorda, Mukinbudin, Nungarin and Yilgarn to CEACA – Approval for Use of CEACA’s Common Seal	21
8.6	Implications of GST for the CEACA Seniors Housing Project – Stage 2 Work - CEACA’s Registration as a Charitable Organisation	23
8.7	Development of a Confidentiality Statement for CEACA(Attachments).....	25
8.8	Development of a Head Lease Agreement between CEACA and Access Housing Australia (AHA).....	27
9.	FUTURE MEETINGS.....	29
9.1	Meetings of the CEACA Committee	29
9.2	Meetings of CEACA Executive Committee	29
10	CLOSE OF MEETING	29

Minutes

Central East Aged Care Alliance Inc (CEACA)

Committee Meeting

1. OPENING AND ANNOUNCEMENTS

Gary Shadbolt as CEACA's Acting Chair opened the meeting at 9.33am welcoming all in attendance.

2. RECORD OF ATTENDANCE AND APOLOGIES

2.1 Attendance - Members

Mr Gary Shadbolt, Chair
Mr Ken Hooper, Secretary
Ms Rachel Kirby, Treasurer

Mr Quentin Davies, Member
Mr Rod Forsyth, Member
Mr Louis Geier, Member
Ms Eileen O'Connell, Member
Mr Ricky Storer, Member
Mr Stephen Strange, Member
Ms Freda Tarr, Member

Ms Melanie Brown, Deputy Member
Ms Kerry Dayman, Deputy Member
Ms Taryn Dayman, Deputy Member
Mr Wayne Della Bosca, Deputy Member (voting member for the meeting)
Mr Raymond Griffiths, Deputy Member
Mr Greg Powell, Deputy Member
Mr Greg Powell, Deputy Member
Mr Tony Sachse, Deputy Member

Ms Helen Westcott, Executive Officer

2.2 Attendance - Observers

Mr Peter Clarke, CEO Shire of Yilgarn
Ms Jasmine Geier, Executive Support Officer Shire of Westonia
Ms Natalie Kilminster, Councillor Shire of Bruce Rock
Mr Adam Majid, CEO Shire of Nungarin
Mr Gary Martin, A/CEO Shire of Koorda
Mr John Nuttall, CEO Shire of Mt Marshall

2.3 Attendance - Guests

Mr Ralton Benn, Access Housing Australia (AHA) - AHA is CEACA's project manager for its aged housing project (Mr Benn entered the meeting at 10.43am, leaving at 11.16am)

2.4 Apologies

Mr Jamie Criddle, Deputy Member
Mr Darren Mollenoyux, Deputy Member
Mr George Storer, Deputy Member
Ms Onida Truran, Member

3. DECLARATION OF INTEREST

Pursuant to Clause 21 of the Central East Aged Care Alliance Inc Constitution, Members must declare to the Chairman any potential conflict of interest they may have in a matter before the meeting as soon as they become aware of it. Members and Deputies may be directly or indirectly associated with some recommendations of Central East Aged Care Alliance Inc. If you are affected by these recommendations, please excuse yourself from the meeting and do not participate in deliberations.

This is in accordance with Clause 21.4 of the Constitution which states:

21.4 *When a member or employee discloses a pecuniary interest he or she may neither participate in discussions nor take any part in the decision making process in respect to that matter nor be present when the matter is being discussed or voted upon*

Nil

4. PRESENTATIONS/MEETINGS

Nil

5. MINUTES OF MEETINGS

5.1 Minutes from a Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 14 November 2018 (Attachment)

The Minutes from a Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 14 November 2018 have previously been circulated.

RECOMMENDATION:

That the Minutes of the Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 14 November 2018 be confirmed as a true and accurate record of the proceedings.

RESOLUTION: **Moved: Eileen O'Connell** **Seconded: Freda Tarr**

That the Minutes of the Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 14 November 2018 be confirmed as a true and accurate record of the proceedings.

CARRIED

5.2 Minutes from an Executive Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 12 December 2018 (Attachment)

The Minutes from the Executive Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 12 December 2018 have previously been circulated.

RECOMMENDATION:

That the Minutes of the Executive Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 12 December 2018 be received.

RESOLUTION: **Moved: Ken Hooper** **Seconded: Wayne Della Bosca**

That the Minutes of the Executive Committee Meeting of the Central East Aged Care Alliance Inc held Wednesday 12 December 2018 be received.

CARRIED

5.3 Minutes from an Executive Committee Meeting of the Central East Aged Care Alliance Inc held Monday 11 February 2019 (Attachment)

Presenting the Minutes from the Executive Committee Meeting of the Central East Aged Care Alliance Inc held Monday 11 February

RECOMMENDATION:

That the Minutes of the Executive Committee Meeting of the Central East Aged Care Alliance Inc held Monday 11 February 2019 be received.

RESOLUTION: **Moved: Rod Forsyth** **Seconded: Ken Hooper**

That the Minutes of the Executive Committee Meeting of the Central East Aged Care Alliance Inc held Monday 11 February 2019 be received.

CARRIED

5.4 Executive Officer Action Sheet as at 19 February 2019

The Executive Officer tabled an Action Sheet at the CEACA Executive Committee Meeting held Monday 11 February 2019.

An updated action sheet will be tabled at the Committee Meeting in Tuesday 26 February 2019.

RECOMMENDATION:

That the Action Sheet as presented be received.

RESOLUTION: **Moved: Freda Tarr** **Seconded: Eileen O'Connell**

That the Action Sheet as presented be received.

CARRIED

5.5 Executive Officer Report as at 19 February 2019

The Executive Officer provides the following report based upon key performance indicators (KPIs) developed as part of the current Executive Officer Services Contract (Part 8 Key Performance Indicators)

A. Governance

- a) Committee Meeting Agendas to be issued to members 5 Business Days prior to the meeting date – With the approval of CEACA's A/Chair the agenda and meeting papers for the CEACA Executive Committee on 26 February 2019 were distributed outside the timeframe established for the Executive Officer's KPIs.
- b) Committee Meeting Minutes to be distributed in draft form no later than 7 Business Days after the meeting date – the minutes from the CEACA Committee Meeting met on Wednesday 14 November 2018 were distributed in accordance with the Executive Officer's KPIs.
- c) Executive Committee Meeting Minutes to be issued to Executive for comment within 5 Business Days of meeting and then re-distributed to the Committee Members no later than 7 Business Days after the meeting date – this benchmark was reached, with the minutes from the meeting being distributed with the agenda papers for the Committee Meeting on 26 February.

B. Performance – (Facilitate and Communicate to Committee)

- a) Constitution Development and Sign off from Department - refer to Agenda Item 5.4.
- b) Rent Setting Policy, Sales/Lease for Life Policy formation and Adoption – work on developing a rent setting policy is underway. Until the CEACA Committee Meeting on 14 November 2018 the Executive Officer had also been working with Access Housing to develop a registration form to be used by all applicants for CEACA's aged housing. This work has been "put on hold" as per the meeting's decision and shown below:

RESOLUTION: *Moved: Rachel Kirby* *Seconded: Quentin Davies*

That the matter lay on the table.

CARRIED

The matter of establishing a sales price for the sale of 7 of CEACA's houses as per the Stage 2 FAA was considered at the CEACA Executive Meeting held Monday 11 February 2019 (refer also to Agenda Item 5.4).

- c) Strategic Plan for CEACA – Incorporating an updated priority list of the VERSO report platform - work on this has yet to commence.
- d) CEACA Code of Conduct be developed and adopted by the Committee - work on this has commenced (refer also to Agenda Item 5.4).
- e) The Intellectual Property of CEACA to be backed up monthly via External Hard Drive which is provided to a nominated Council for backing up onto their server – the Shire of Mukinbudin has agreed to assist the Executive Officer in meeting the KPI around backing up of CEACA documentation.

The most recent back-up was done on Monday 4 February 2019, with a copy on external hard drive mailed to the Shire of Mukinbudin. The next back up is scheduled for Tuesday 5 March. In addition to agreeing to back up CEACA's electronic records, the Shire of Mukinbudin has also agreed to house CEACA's minutes books. Currently the Executive Officer is finalising the binding of the minutes.

The Executive Officer has also assisted in a number of other areas.

Commentary on these activities are provided below:

- **Assist CEACA in fulfilling its Commitments as defined in the Financial Assistance Agreements (FAAs) for the CEACA Seniors Housing Project**

The work associated with meeting this objective has a number of tasks which must be undertaken if CEACA is to fulfil its responsibilities under the project's FAAs. Most recently this work has included:

- a) Work associated with the transfer of Crown Land to CEACA within the Shires of Merredin, Mt Marshall, Trayning and Westonia.
- b) Work associated with the transfer of land currently owned by the Beacon Progress Association to CEACA.
- c) Work associated with the transfer of freehold land owned by various members of CEACA to CEACA.
- d) Work associated with a further drawdown of funds for Stage 2 of the CEACA Seniors Housing Project.
- e) Work associated with the development of a Head Lease Agreement between Access Housing Australia and CEACA.
- f) Working with the Shire of Merredin on the retention of interest earned.
- g) Providing assistance to the Shire of Merredin where required.

- **Assist CEACA with Advocacy around CEACA and its Related Activities**

Work undertaken included the following:

- a) Meeting with representatives from the Department of Housing on Wednesday 16 January 2019 in Northam to discuss CEACA's rent setting policy and eligibility criteria. The A/Chair reported on this meeting in his report to the CEACA Executive Committee at the meeting held Monday 11 February 2019. The Executive Officer has since received a further call from Ann-Marie Johnson from the Department of Housing but has yet to follow up on the call.

- **Other Activities related to CEACA's Operations**

- a) The Executive Officer has completed her training on managing the CEACA website but has not done any work around updating its contents due to time constraints.
- b) CEACA's Facebook page is now live and receiving "likes". Updates, prepared by Market Creations, are being uploaded on a regular basis. The updates are reviewed by the A/Chair prior to their uploading. Comments and requests for updates on the project have been received via CEACA's Facebook page. Answers to these information requests are provided to Market Creations who are uploading and managing the Facebook page.
- c) Implications of GST for the CEACA Seniors Housing Project (refer also to Agenda Item 8.6).
- d) Development of a new constitution for CEACA (refer also to Agenda Item 5.4).
- e) Development of a Confidentiality Statement for CEACA (refer also to Agenda Item 8.7).
- f) With the A/Chair, the Executive Officer met with Mr Adrian Murphy from Jaxon Constructions. Mr Murphy had requested the meeting to seek an understanding of the CEACA Seniors Housing Project and its potential future directions. The A/Chair will provide further information on this meeting within his report to the Committee.

Additional Meeting Comment:

The Executive Officer advised that since the agenda's distribution the Shire of Bruce Rock advised that it had met with Sean Conlan and Karen Hornsley from WACHS to discuss the future arrangements of the aged care wing of its hospital.

The Shire advised that these led to discussions on "aging in the home", where the officers from WACHS mentioned initiatives such as the CEACA Seniors Housing Project. Following these discussions, it was suggested that perhaps a meeting between WACHS and CEACA would be beneficial for both organisations.

Stephen Strange acknowledged the discussions with WACHS noting that such a meeting would assist CEACA in determining its future direction, particularly with respect to the delivery of aged care services to the residents of CEACA's housing once completed. This is a discussion that needs to happen because on the basis of these discussions with WACHS he believed that rural local governments, such as those in CEACA, are going to be called on to provide more and more services that have until now have been provided by others.

Gary Shadbolt noted that the Verso Report detailed all the areas in which CEACA could assist in making each of its communities more age friendly, believing that it was time for CEACA to review the Report and determine what other recommendations it should look to implement.

Raymond Griffiths responded that there were a number of members who were looking to withdraw from funding future work by CEACA, preferring CEACA to just manage the houses once construction is completed.

John Nuttall also noted that at this point CEACA has yet to develop a strategic plan which makes it difficult to determine where new, if any funding, should be spent.

The Executive Officer acknowledged that a strategic plan would assist in prioritising expenditure on future projects but that CEACA's establishment had always been premised on actioning as many of the Verso Report's recommendations as possible. In terms of the need for CEACA to advocate for the delivery of aged care services to the residents of its houses, has been demonstrated in the group commissioning KPMG to develop a project brief to assist in attracting funding for this purpose.

The Executive Officer also advised that she had met with CEACA's insurer to arrange public liability insurance for the coming 12 months.

RECOMMENDATION:

That the Executive Officer's report as presented be received.

RESOLUTION: **Moved: Freda Tarr** **Seconded: Louis Geier**

That the Executive Officer's report as presented be received.

CARRIED

6. MATTERS FOR NOTING

6.1 Complying with the Associations Incorporation Act 2015 – Self-Check (Attachment)

The Department of Mines, Industry Regulation and Safety publishes a self-check for incorporated bodies such as the Central East Aged Care Alliance Inc (CEACA). The purpose of the self-check is to assist in determining whether a group such as CEACA is complying with each section of the *Associations Incorporation Act 2015*.

A copy of the self-check forms an attachment to the meeting agenda.

In relation to record keeping, the Executive Officer will have available for inspection the following records:

- A copy of the certificate of incorporation;
- A copy of the CEACA constitution;
- The Members Register; and
- The Record of Office Bearers.

These records are made available for inspection at all in-person meetings.

No action is required – the matter is presented for Members' information only.

Noted

7. ACTING CHAIR'S REPORT (ATTACHMENT)

Gary Shadbolt read from his report prepared for the CEACA Executive Committee Meeting held Monday 11 February 2019, a copy of which forms an attachment to the minutes of the meeting. Additional information provided as part of his report is detailed below:

- The working party tasked with helping CEACA draft a new constitution has met and Kott Gunning provided with information on changes required to the most recent draft;
- A meeting with representatives from Access Housing Australia (AHA) was held on Friday 15 February 2019 to discuss a means of progressing a management agreement for CEACA's housing once construction was completed. Greg Mohen from Kott Gunning Lawyers accompanied Gary Shadbolt and the Executive Officer to this meeting.
The outcome of this meeting was that AHA indicated unless CEACA entered into a head lease arrangement it was unable to manage the houses for CEACA. Given CEACA's desire to become a registered charitable organisation this was not possible.
Following this meeting AHA requested a further meeting with CEACA, Kott Gunning and Deloitte's to discuss a potential solution to the housing management issue. This meeting was held on Monday 25 February 2019. Unfortunately, the solution offered by AHA still was unworkable from CEACA's perspective (the management of CEACA's housing once constructed is further considered in Agenda Item 8.8)

RECOMMENDATION:

That the Acting Chair's Report to the Central East Aged Care Alliance Committee be received.

RESOLUTION: **Moved: Stephen Strange** **Seconded: Rod Forsyth**

That the Acting Chair's Report to the Central East Aged Care Alliance Committee be received.

CARRIED

FINAL DRAFT

8. BUSINESS OF THE MEETING

8.1 Project Update (Financial) – Shire of Merredin

Author: Helen Westcott, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 18 February 2019

Attachments: Nil

Background:

On behalf of CEACA the Shire of Merredin has signed two Financial Assistance Agreements (FAA) with the Department of Regional Development in respect to the CEACA Seniors Housing Project.

Executive Officer Comment:

A copy of the financial statement as at 6 February 2019 has previously been circulated to the CEACA Committee.

Greg Powell, CEO Shire of Merredin will provide further information should members have any questions.

Additional Meeting Comment:

John Nuttall enquired whether the project budget included funds from the sale of the houses as required by the project's FAAs.

Greg Powell replied that the project budget did not include the potential revenue from the sale of houses. The budget was currently "on track" even without the inclusion of this potential source of revenue.

Greg Powell noted that CEACA needs to determine what its management structure will be in terms of selling any houses. Seven (7) houses will need to be sold (the FAA requires a minimum of 7 houses to be sold). Merredin is the most likely place for sales to occur but sales could be elsewhere if there was demand.

Efforts to sell some of the houses can get underway once a price has been determined.

Rod Forsyth enquired what were the implications for CEACA if 7 houses could not be sold.

Greg Powell replied that CEACA would have to discuss this with the Department of Primary Industries and Regional Development should this situation arise.

RECOMMENDATION:

That the matter be noted.

Noted.

8.2 Project Manager's Update – Access Housing

Author: Ralton Benn, Project Manager Property Assets Access Housing Australia
Helen Westcott, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 31 January 2019

Attachments: Nil

Background:

As part of its role in providing project management services to CEACA, Access Housing Australia (AHA) has undertaken to provide written monthly activity reports to CEACA.

Executive Officer Comment:

A copy of the project manager's most recent monthly report has recently been circulated to the CEACA Committee.

Ralton Benn will be attending the Committee Meeting at which time members will have the opportunity of asking any questions they may have around the report or the project in general.

Additional Meeting Comment:

Ralton Benn provided the following additional information to the meeting:

- Progress is good with respect to construction across all sites, with the hope that construction will commence in Nungarin in March.
- At this point completion dates are as follows:

✓ Bruce Rock	Lots 56 and 57 Butcher Street, Bruce Rock	16 April 2019
✓ Bruce Rock	Lots 26-28 Butcher Street, Bruce Rock	03 May 2019
✓ Yilgarn	Lot 650 Antares St, Southern Cross	14 May 2019
✓ Westonia	20 Quartz Street, Westonia	28 May 2019
✓ Kellerberrin	Lots 1 and 2 Hammond Street, Kellerberrin	29 May 2019
✓ Wyalkatchem	298 Wilson Street, Wyalkatchem	10 June 2019
✓ Mukinbudin	Lots 200 and 217 Mallee Drive, Mukinbudin	20 June 2019
✓ Koorda	Lots 119 to 122 Greenham St, Koorda	02 July 2019
✓ Mt Marshall	Lots 3 and 40 Rowlands Street, Beacon	03 July 2019
✓ Mt Marshall	Lot 152 Brown Street, Bencubbin	11 July 2019
✓ Trayning	Lots 156-165 Lamond Street, Kununoppin	19 July 2019
✓ Nungarin	Lots 213-217 217 Second Avenue, Nungarin	29 July 2019
✓ Merredin	Lot 165 Coronation Street, Merredin	14 August 2019
- Managing the project budget has been challenging but is "under control".
- Transfer of land titles is progressing well.
- It would be good if the next meeting could be held at a site where construction is almost completed in order that CEACA's membership can see the houses and gain an understanding of the work undertaken.

Rod Forsyth enquired when would be the safest opportunities for members to visit their respective sites.

Ralton Benn responded by saying that he is hesitant to let anyone on site during construction but would like to take members through a site where construction is almost at an end.

RECOMMENDATION:

That the matter be noted.

RESOLUTION: **Moved: Freda Tarr** **Seconded: Louis Geier**

That the matter be noted.

CARRIED

FINAL DRAFT

8.3 CEACA 2018/2019 Budget Review

Reporting Officer: Helen Westcott, Executive Officer

Disclosure of Interest: Nil

Date: 18 February 2019

Attachments: Nil

Background:

Due to changes in expenditure priorities since the 2018/2019 CEACA budget was adopted in May 2018 the Executive Committee undertook a significant budget review at the meeting held Wednesday 12 December 2018.

In preparing the Budget Review, the Executive Officer analysed each account and using the Financial Statement for the period to 31 October 2018 estimated the position for each account at the 30 June 2019.

Notes detailing the reasons for the estimated position were provided to the CEACA Executive Committee. These are provided below for the Committee's information.

Note	Account No	Account Description	Details of Projected Amount 30 June 2019
1	0500	General Subscriptions	All contributions paid
2	0502	Other Income	Contribution from the Shire of Wyalkatchem towards the development of the Agreement between CEACA and the WSCHT has been included in this account
3	0575	Bank interest	Interest is anticipated to reach budget
Proposed New Income Account(s)			
4	New Account Number	Reimbursement Purchase Settlement Costs Land and	There is a complementary expenditure account which is related to land purchase and settlements costs incurred by CEACA that will be reimbursed by Member Councils
5	1715, 1716, 1717	Chair	As the Chair has not been appointed only 5 months allocation has been included for meeting fee and travel and accommodation. The \$1,000 allocation for Chair – Other has been retained as there will be costs associated with recruitment of the Chair. The allocation for training has been retained at the full allocation as it is likely some training will be required early in the tenure of the new Chair
6	1719	Executive Officer - Professional Services	As the amount of Professional Services is a fixed monthly amount it is anticipated that the budget amount will be expended

7	1720	Executive Officer - Travel and Accommodation	The amount of travel and accommodation is dictated by the number of CEACA Meetings that are held. Included in the expenditure is expenses related to travel and accommodation for two meetings in June 2018 which were paid in July 2018. During the first 3 months of the financial year there have been considerably more meetings and travel than was budgeted. These meetings and travel include Chair Working Party, Dowerin Field Day signing of Wyalkatchem Agreement and Executive Committee meetings. In addition, some parking expenses are also incurred for meetings within Perth. Currently this account is expending approximately \$750 per month. This amount extrapolated for the year will incur an anticipated expenditure of \$9,000
8	1714	Executive Officer - Technology and Administration Charge	This is a fixed amount per month it is anticipated that the budget amount will be expended
9	1721	Executive Officer - Office Expenses	It is anticipated the budgeted amount will be expended
10	1722	Executive Officer - Other	It is anticipated the budgeted amount will be expended
11	No Account	Executive Officer - Training	Even though no funds have been expended to date it is expected that training will be undertaken by the Executive Officer during the balance of the year
12	1723	Financial Services Accounting Fees	For the balance of the year the expenditure will include monthly Xero access fee (\$400) and cost of bookkeeping services with Up to Date Accounting (\$2,300).
13	1725	Financial Services – Audit Fees	The audit fee for 2017/2018 accounts was \$750. Some incidental amounts related to postage was also incurred as a result there is an anticipated saving of \$1,700
14	1726	Committee Meeting Expenses – Catering and Venue Hire	Expenditure for catering on three Committee Meetings for the balance of the year at approximately \$700 per meeting (\$2,100) and five Executive Meetings at \$120 per meeting (\$600)
15	1727	Committee Meeting Expenses - Teleconference	Teleconference meetings have not been as regular during the current financial year as in the previous year so a minimal saving of \$300 may be able to be achieved
16	1728	Committee - Legal Expenses	Legal expenses paid to the 31 October included expenditure on the Wyalkatchem Agreement and CEACA Constitution. It is acknowledged that the Shire of Wyalkatchem will make a contribution towards the legal costs of \$10,000 and this amount is included in income. Already factored in to the allocation are costs related to the Constitution and general legal advice. Additional legal costs not previously budgeted include assistance with land transfers (\$1,500), CEACA/Access Housing Australia Heads of Agreement (\$16,000) making an additional \$17,500. It is likely other legal costs will arise as the project proceeds so it is proposed to increase the allocation to \$40,000

17	1718	Committee Training Expenses	Even though no funds have been expended to date it is likely some training costs will be required for the Committee during the balance of the year. A small saving of \$1,000 is proposed
18	1755	Committee - Insurance	Insurance coverage for Office Pack, Voluntary Workers and NFP Management Liability Insurance is from 30 November each year (\$4,500) and Cyber Liability and Privacy Protection Insurance (\$1,300) are from 30 June each year. No further insurance costs relating to the operation of the Committee is likely to be incurred this financial year. Insurance costs relating to buildings will be charged (if applicable) to the cost of managing the properties. A saving of \$4,000 is proposed
19	1844	Committee Governance Other -	Allows minor expenses not specifically allocated elsewhere in the budget
20	1738	IT - Costs Office 365 Implementation and Management	This account includes web hosting costs, operational maintenance costs incurred and the monthly Office 365 fee.
21	No Account	Facebook Account Setup and Management	Set up and content creation together with limited training has occurred during October 2018 at a cost of \$780. Further work is required.
22	1850	CEACA Website Setup and Content Management	Cost incurred to date relate to the website design and procedures manual. Further work is required as the finalisation of the ILUs approaches.
23	1840	Consultancy General	No expenditure has been incurred on this account however it may be prudent maintain a reasonable amount in this account as further consultancies may be required during the balance of the year
24	1841	Business Case Consultancy	CEACA agreed (Special Committee Meeting 10 October) to expend funds to seek guidance on GST implications for the CEACA Seniors Housing Project. Deloitte's were appointed at an initial fee of \$10,500 + an administration fee of \$525 making a total of \$11,025. Further work has now been approved at an estimated cost of \$21,000. The Special Meeting on 10 October agreed that the funds for the work be funded from Business Case Consultancy (Account Number 1841). An allocation of \$35,000 has been proposed for this account
25	1843	CEACA Advocacy	No expenditure has been incurred on this account however it may be prudent to allow a minimal amount of \$1,000 to remain in the account
26	No Account Number	Management of Housing Loss 2018/2019	This account was included in the budget at a time before the details of the Housing Management Agreement was considered and was a precautionary allocation. The allocation is retained at this time due to uncertainty surrounding the management of the houses

Proposed New Expenditure Account(s)

27	No Account Number	Purchase of Land	This is an account to enable CEACA to purchase the Crown and other land (eg Beacon Progress Assn) land. A complementary income account provides for reimbursement from the Member Councils as agreed at the CEACA Committee Meeting 14 November 2018.
28	No Account Number	Settlement Costs Land Purchase	This is an account to enable CEACA to meet the settlement costs (estimated \$800 per title) associated with the purchase of the Crown and other land (eg Beacon Progress Assn). A complementary income account provides for reimbursement of most of the amount from the Member Councils as agreed at the CEACA Committee Meeting 14 November 2018.

Following consideration and discussion of the information provided, the CEACA Executive Committee resolved as shown below:

RESOLUTION: *Moved: Ken Hooper* *Seconded: Rachel Kirby*

That the CEACA Executive Committee recommends to the CEACA Committee that the following budget amendments be approved:

Income

Account No	Description	Amount \$
502 - Other Income	Increase budget from \$0 to \$10,000	+10,000
Create new income account	Reimbursement land purchase and settlement costs	+15,000

Expenditure

Account No	Description	Amount \$
1716 – Chair Meeting Fees	Decrease budget from \$36,000 to \$15,000	-21,000
1717 – Chair – Travel and Accommodation	Decrease budget from \$3,000 to \$1,300	-1,700
1720 – Executive Officer Travel and Accommodation	Increase budget from \$4,800 to \$9,000	+4,200
1723 – Accounting Fees	Decrease budget from \$4,500 to \$4,000	-500
1725 – Audit Fees	Decrease budget from \$2,500 to \$800	-1,700
1727 – Teleconferences	Decrease budget from \$2,000 to \$1,700	-300
1728 - Legal Expenses	Increase budget from \$20,000 to \$40,000	+20,000
1729 - Committee Training Expenses	Decrease budget from \$3,000 to \$2,000	-1,000
1755 - Insurance	Decrease budget from \$10,000 to \$6,000	-4,000
1840 – Consultancy General	Decrease budget from \$5,000 to \$4,000	-1,000

1841 – Business Case Consultancy	Increase budget from \$15,000 to \$35,000	+20,000
1843 – CEACA Advocacy	Decrease budget from \$4,000 to \$1,000	-3,000
Create new expenditure accounts	Purchase of land and Settlement Costs	+15,000

CARRIED

Executive Officer:

No further comment.

RECOMMENDATION:

That the CEACA Committee approve the following budget amendments:

Income

Account No	Description	Amount \$
502 - Other Income	Increase budget from \$0 to \$10,000	+10,000
Create new income account	Reimbursement land purchase and settlement costs	+15,000

Expenditure

Account No	Description	Amount \$
1716 – Chair Meeting Fees	Decrease budget from \$36,000 to \$15,000	-21,000
1717 – Chair – Travel and Accommodation	Decrease budget from \$3,000 to \$1,300	-1,700
1720 – Executive Officer Travel and Accommodation	Increase budget from \$4,800 to \$9,000	+4,200
1723 – Accounting Fees	Decrease budget from \$4,500 to \$4,000	-500
1725 – Audit Fees	Decrease budget from \$2,500 to \$800	-1,700
1727 – Teleconferences	Decrease budget from \$2,000 to \$1,700	-300
1728 - Legal Expenses	Increase budget from \$20,000 to \$40,000	+20,000
1729 – Committee Training Expenses	Decrease budget from \$3,000 to \$2,000	-1,000
1755 - Insurance	Decrease budget from \$10,000 to \$6,000	-4,000
1840 – Consultancy General	Decrease budget from \$5,000 to \$4,000	-1,000
1841 – Business Case Consultancy	Increase budget from \$15,000 to \$35,000	+20,000
1843 – CEACA Advocacy	Decrease budget from \$4,000 to \$1,000	-3,000
Create new expenditure accounts	Purchase of land and Settlement Costs	+15,000

RESOLUTION: Moved: Freda Tarr Seconded: Ken Hooper

That the CEACA Committee approve the following budget amendments:

Income

Account No	Description	Amount \$
502 - Other Income	Increase budget from \$0 to \$10,000	+10,000
Create new income account	Reimbursement land purchase and settlement costs	+15,000

Expenditure

Account No	Description	Amount \$
1716 – Chair Meeting Fees	Decrease budget from \$36,000 to \$15,000	-21,000
1717 – Chair – Travel and Accommodation	Decrease budget from \$3,000 to \$1,300	-1,700
1720 – Executive Officer Travel and Accommodation	Increase budget from \$4,800 to \$9,000	+4,200
1723 – Accounting Fees	Decrease budget from \$4,500 to \$4,000	-500
1725 – Audit Fees	Decrease budget from \$2,500 to \$800	-1,700
1727 – Teleconferences	Decrease budget from \$2,000 to \$1,700	-300
1728 – Legal Expenses	Increase budget from \$20,000 to \$40,000	+20,000
1729 – Committee Training Expenses	Decrease budget from \$3,000 to \$2,000	-1,000
1755 - Insurance	Decrease budget from \$10,000 to \$6,000	-4,000
1840 – Consultancy General	Decrease budget from \$5,000 to \$4,000	-1,000
1841 – Business Case Consultancy	Increase budget from \$15,000 to \$35,000	+20,000
1843 – CEACA Advocacy	Decrease budget from \$4,000 to \$1,000	-3,000
Create new expenditure accounts	Purchase of land and Settlement Costs	+15,000

CARRIED

8.4 Preparation of the 2019/2020 CEACA Budget

Reporting Officer: Helen Westcott, Executive Officer

Disclosure of Interest: Nil

Date: 18 February 2019

Attachments: Nil

Background:

Following the adoption of CEACA's 2018/2019 Budget there was general agreement that ahead of any formal preparatory work on the 2019/2020 budget there should be general discussion about the process.

CEACA's A/Chair requested that the CEACA Executive Committee discuss the matter ahead of the CEACA Committee Meeting on Tuesday 26 February 2019. This was done when the Executive Committee met on Monday 11 February 2019 at which time it was resolved as follows:

RESOLUTION: *Moved: Rachel Kirby* *Seconded: Raymond Griffiths*

That the CEACA Executive Committee recommend to the CEACA Committee that the matter of preparing the CEACA 2019/2020 budget lay on the table until:

- 1. All issues relating to the GST implications for the CEACA Seniors Aged Housing Project are resolved; and*
- 2. CEACA has determined how it is going to resolve the issue of the delivery of aged care services to residents living in its age appropriate housing.*

CARRIED

Executive Officer:

Since CEACA's Executive Committee met on 11 February 2019 some but not sufficient progress has been made in relation to resolving part 1 of the above resolution and part 2 has yet to be discussed.

RECOMMENDATION:

That the matter of preparing the CEACA 2019/2020 budget lay on the table until:

1. All issues relating to the GST implications for the CEACA Seniors Aged Housing Project are resolved; and
2. CEACA has determined how it is going to resolve the issue of the delivery of aged care services to residents living in its age appropriate housing.

RESOLUTION: **Moved: Louis Geier** **Seconded: Rod Forsyth**

That the matter of preparing the CEACA 2019/2020 budget lay on the table until:

- 1. All issues relating to the GST implications for the CEACA Seniors Aged Housing Project are resolved; and**
- 2. CEACA has determined how it is going to resolve the issue of the delivery of aged care services to residents living in its age appropriate housing.**

CARRIED

8.5 Transfer of Freehold Land Owned by the Shires of Bruce Rock, Kellerberrin Koorda, Mukinbudin, Nungarin and Yilgarn to CEACA – Approval for Use of CEACA’s Common Seal

Author: Helen Westcott, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 19 February 2019

Attachments: Nil

Background:

Work has commenced on the transfer to CEACA of freehold land owned by the Shires of Bruce Rock, Kellerberrin, Koorda, Mukinbudin, Nungarin and Yilgarn.

Whilst the Executive Officer is not undertaking the work associated with these land transfers, CEACA's common seal will be required to effect each of the above land transfers.

Executive Officer Comment:

The transfers will require use of CEACA's common seal.

Use of the common seal is governed by clause 25 of the CEACA Constitution which reads as follows:

25. COMMON SEAL OF ASSOCIATION

25.1 *The Association shall have a common seal on which its corporate name shall appear in legible characters.*

25.2 *The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute books of the Association.*

25.3 *The affixing of the common seal of the Association shall be witnessed by any two Office Bearers of the Association.*

25.4 *The common seal of the Association shall be kept in the custody of the Secretary or such other person as the Committee from time to time decides.*

The Executive Officer seeks the authority of the CEACA Committee for the Secretary and Treasurer to affix the common seal for the transfer of Freehold Land owned by the Shires of Bruce Rock, Kellerberrin Koorda, Mukinbudin, Nungarin and Yilgarn to CEACA.

RECOMMENDATION:

That the CEACA Committee authorise the CEACA Secretary and Treasurer to use of the Central East Aged Care Alliance Inc common seal for the purpose of executing the transfer of Freehold Land Owned by the Shires of Bruce Rock, Kellerberrin Koorda, Mukinbudin, Nungarin and Yilgarn to CEACA.

RESOLUTION: **Moved: Eileen O'Connell** **Seconded: Freda Tarr**

That the CEACA Committee authorise the CEACA Secretary and Treasurer to use of the Central East Aged Care Alliance Inc common seal for the purpose of executing the transfer of Freehold Land Owned by the Shires of Bruce Rock, Kellerberrin Koorda, Mukinbudin, Nungarin and Yilgarn to CEACA.

CARRIED

FINAL DRAFT

8.6 Implications of GST for the CEACA Seniors Housing Project – Stage 2 Work - CEACA’s Registration as a Charitable Organisation

Author: Helen Westcott, Executive Officer

Disclosure of Interest: Nil

Date: 19 February 2019

Attachments: Nil

Background:

The matter of CEACA's potential GST problem in terms of GST treatment of houses being constructed through the CEACA Seniors Housing Project has been under investigation for some months now with the CEACA Committee resolving as follows at a meeting held 14 November 2018:

RESOLUTION: *Moved: Rod Forsyth* *Seconded: Ken Hooper*

1. *That the Central East Aged Care Alliance Inc (CEACA) engage Deloitte Tax services Pty Ltd to:
 - a) *Prepare a '153-B' agreement between the Shire of Merredin and CEACA, thereby enabling the Shire of Merredin to act as an agent for CEACA for GST purposes and validate its historical claim of input tax credits for third party costs; and*
 - b) *Prepare an application on CEACA's behalf to obtain charitable status.**
2. *That, prior to the implementation of Parts 1a and 1b of the resolution, Deloitte Tax Services Pty Ltd be requested to provide CEACA with a costing for undertaking the work detailed in Parts 1a and 1b.*

CARRIED

The '153-B' Agreement between the Shire of Merredin and CEACA has been completed, signed and returned to Deloitte's for actioning. Copies of the Agreement have also been provided to Committee member and their respective Council for information purposes.

Deloitte has also provided costing for the work described in Part 1 a) and 1 b) of the above resolution. The costing is between \$15,000-\$20,000 (ex GST) for the 153-B Agreement and preparation and lodgement of the application for charitable status with the Australian Charities and Not-for-profits Commission (ACNC)

It should be noted, however, that any liaising with the ACNC post lodgement and amendments required to supporting documentation will be charged at time cost (fee estimates will be provided once budget is reached, if required).

Executive Officer Comment:

As reported to CEACA Executive Committee at its meeting held Monday 11 February 2019, work on preparing CEACA's application for charitable status has commenced, with the Executive Officer providing Deloitte's with information required to initiate an application.

The Executive Officer has provided Deloitte's with the following information:

- Certificate of Incorporation, with the certificate providing the following information:
 - ✓ CEACA's full name; and
 - ✓ CEACA's date of incorporation (which can be considered its date of establishment).

- Copies of documents relating to the audit of CEACA's finances for the 2017/2018 financial year. (The audit papers contain CEACA's ABN, another required piece of information for the application).
 - A copy of CEACA's current constitution with revisions as at early August last year. Deloitte's has since advised that CEACA's new constitution will be the one that has to be lodged with the application for registration as a charitable institution. This means that until it has adopted its new constitution CEACA cannot lodge its application for registration as a charitable organisation. The working party tasked with finalising the new constitution are aware of this and are working to have a final draft completed as soon as possible.
- Deloitte's legal team has reviewed the most recent draft of CEACA 's new constitution, recommending changes that will assist with CEACA's application for registration as a charitable organisation. The working party discussed the proposed wording when it met on Monday 15 February 2019.
- Kott Gunning Lawyers who have been assisting CEACA as it rewrites its constitution have also been provided with the proposed changes and have advised that they meet CEACA's requirements.
- Information on current beneficiaries from CEACA's operations –at this point in time there are no beneficiaries as CEACA is still in the process of constructing its aged housing portfolio, with construction across CEACAS's 11 members estimated to be completed by early in the new financial year. The Executive Officer has advised Deloitte's that in the longer term the beneficiaries of CEACA will be the residents of the aged housing and the recipients of aged care services CEACA is working to bring into each of its communities.
 - Details of CEACA's membership.
 - The application also requires details of CEACA's charitable purpose, objective or mission and a description of its activities. These have been provided to Deloitte's

The application for registration as a charity also requires the details of "responsible persons who govern the organisation". This relates to CEACA's members. The information required of each CEACA Member is detailed below:

- Full name;
- Date of birth;
- Contact details, and
- Position within the organisation.

A request for this information will be made at the CEACA Committee scheduled for Tuesday 26 February 2019.

The information will be held by the Executive Officer both electronically and as a hard copy within the CEACA records file.

Deloitte's have also raised the issue of CEACA entering into a Head Lease Agreement with Access Housing as a major impediment to it gaining recognition as a charitable organisation, without which CEACA will face potentially significant GST problems post construction of its housing.

This matter is considered within Agenda Item 8.8.

RECOMMENDATION:

That the Executive Officer's report be noted.

RESOLUTION: **Moved: Freda Tarr** **Seconded: Ricky Storer**

That the Executive Officer's report be noted.

CARRIED

8.7 Development of a Confidentiality Statement for CEACA(Attachments)

Author: Helen Westcott, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 19 February 2019

Attachments: Confidentiality Statement for CEACA Committee Members
Confidentiality Statement for CEACA Deputy Committee Members

Background:

The development of a confidentiality statement for use by CEACA was considered by the CEACA Executive Committee when it met on Monday 15 October 2018, at which time it resolved as follows:

RESOLUTION: Moved: Raymond Griffiths Seconded: Rachel Kirby

That the Executive Officer prepare a draft confidentiality statement and provide to the CEACA Executive Committee for comment.

CARRIED

CEACA's Executive Committee considered a draft statement when it met on Monday 11 February 2019 at which time it resolved as shown below:

RESOLUTION: Moved: Raymond Griffiths Seconded: Ken Hooper

That the CEACA Executive Committee recommend to the CEACA Committee that:

- 1. The Confidentiality Statement as presented be adopted for Committee Members;*
- 2. The Confidentiality Statement as presented be amended for signing by Deputy Committee Members;*
- 3. The Confidentiality Statement as presented be amended for signing by any Executive Committee Member who is not a Member or Deputy Member of the CEACA Committee; and*
- 4. Where appropriate CEACA require contractors to sign the same agreement but with "member" amended to "contractor".*

CARRIED

Executive Officer Comment:

In adopting the Executive Committee's recommendation all Members and Deputy Members will be required to sign the confidentiality statement. The information will be held by the Executive Officer both electronically and as a hard copy within the CEACA records file.

For deputy members, the confidentiality statement is of relevance only when they are attending on behalf of a member and a confidential item is listed for discussion and decision.

If adopted the confidentiality statement can be amended in order that any Executive Committee Member who is not a member of the CEACA Committee can also sign a confidentiality agreement (eg as Raymond Griffiths, CEO Shire of Kellerberrin, is now).

The Executive Officer (and Bruce Wittber as the other Director of BHW Consulting) is happy to sign a confidentiality agreement.

In future, all documents for confidential consideration will be watermarked "Confidential".

RECOMMENDATION:

That:

1. The Confidentiality Statement for Committee Members be adopted as presented;
2. The Confidentiality Statement for Deputy Committee Members be adopted as presented;
3. The Confidentiality Statement as presented be amended for signing by any Executive Committee Member who is not a Member or Deputy Member of the CEACA Committee; and
4. Where appropriate CEACA require contractors to sign the same agreement but with "member" amended to "contractor".

RESOLUTION:

Moved: Ricky Storer

Seconded: Stephen Strange

That:

1. **The Confidentiality Statement for Committee Members be adopted as presented;**
2. **The Confidentiality Statement for Deputy Committee Members be adopted as presented;**
3. **The Confidentiality Statement as presented be amended for signing by any Executive Committee Member who is not a Member or Deputy Member of the CEACA Committee; and**
4. **Where appropriate CEACA require contractors to sign the same agreement but with "member" amended to "contractor".**

CARRIED

Ralton Benn entered the meeting at 10.43am.

At this point the meeting adjourned.

The meeting resumed at 11.02am.

At this point Agenda Item 9.2 was considered by the meeting but for ease of reading the matter is recorded in chronological order.

Ralton Benn left the meeting at 11.16am.

8.8 Development of a Head Lease Agreement between CEACA and Access Housing Australia (AHA)

Author: Helen Westcott, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 26 February 2019

Attachments: Nil

Background:

At the time the meeting agenda was distributed members were advised that item would be considered as a late item.

RESOLUTION: **Moved: Freda Tarr** **Seconded: Louis Geier**

That discussion on the late item relating to the development of a Head Lease Agreement between CEACA and Access Housing Australia be permitted.

CARRIED

Meeting Comment:

CEACA's Acting Chair Gary Shadbolt provided a report to CEACA's members on the recent work undertaken with respect to CEACA entering into an agreement with Access Housing Australia (AHA) for the management of its housing once construction was completed and the houses were available for rental.

He reported that a meeting with AHA was held Friday 15 February 2019 to discuss possible management arrangements for CEACA's housing. The meeting was attended by himself, CEACA's Executive Officer and Mr Greg Mohen from Kott Gunning Lawyers. Access Housing were represented by Graeme Price, Senior Accountant at AHA and Kathryn Moorey, AHA's Manager Business Development, Program, Policy.

He also advised that prior to the meeting, Greg Mohen had spoken with Deloitte's to gain their views on the most appropriate way forward for CEACA. Both Kott Gunning and Deloitte's agree that if AHA were not able to agree to some form of management arrangement instead of a lease as they had requested, CEACA would have to look elsewhere for a property manager, or give up obtaining charitable status.

Access Housing's inability to act as a property manager arises from the fact that they do not hold the required license to act as a property manager under the Real Estate and Business Agents Act.

Given the GST implications for CEACA should it not gain charitable status, entering into a lease agreement with Access Housing is simply not possible.

Gary explained that this was not the outcome CEACA had been hoping for because it was wanting to continue its relationship with AHA beyond the construction phase of the its housing project.

The meeting was an amicable one, with both Kathryn and Graeme accepting that it was unlikely a management solution involving AHA would be found.

Gary further reported that early the next week the Executive Officer received a request from AHA to meet a further time to discuss another mechanism by which AHA might be able to undertake the management

of CEACA's housing. A further meeting was arranged for Monday 25 February. The meeting was attended by himself, CEACA's Executive Officer, representatives from AHA, Deloitte's, and Greg Mohen from Kott Gunning Lawyers.

Discussion centred on what is known as a "special vehicle agreement". Without going into a detailed explanation of the agreement, Gary Shadbolt explained that neither Deloitte's nor Kott Gunning believed that such an arrangement would work.

At this point it was agreed that it would not be possible for AHA to take on any role with respect to managing CEACA's housing.

AHA, however, advised that a Tier 1 not-for-profit housing group, Housing Choices Australia, based in the eastern States might be interested in entering into a management arrangement with CEACA, undertaking to make contact with them on CEACA's behalf.

Following Gary Shadbolt's report on the meetings held 15 and 25 February there was considerable discussion as to how CEACA would resolve the issue of managing its housing.

Taryn Dayman suggested that contact could be made with other groups of local governments that had undertaken similar aged housing projects to learn how their housing was managed.

The Executive Officer undertook to do this.

It was agreed that the current delegated authority given to CEACA's Executive Committee with respect to finalising arrangements with AHA was no longer appropriate. This delegation of authority, given at the CEACA meeting held Wednesday 5 September 2018, would have to be reviewed in light of the need to find another organisation able to assist with the management of its housing.

It was also agreed that given the Executive Officer's current workload that some short-term assistance was required to assist in completing work currently underway. Greg Powell, the Shire of Merredin's CEO, offered to help explaining that he would happily for his Executive Assistance to help where required.

RESOLUTION: **Moved: Rachel Kirby** **Seconded: Freda Tarr**

That the CEACA Executive Committee be given delegated authority to enter into discussions with appropriately qualified organisations with respect to the management of housing being constructed through the CEACA Seniors Housing Project.

CARRIED

RESOLUTION: **Moved: Eileen O'Connell** **Seconded: Freda Tarr**

That the Shire of Merredin's offer to provide assistance to CEACA's Executive Officer where required be accepted.

CARRIED

9. FUTURE MEETINGS

9.1 Meetings of the CEACA Committee

Wednesday 5 June 2019 Ordinary Committee Meeting in Merredin

9.2 Meetings of CEACA Executive Committee

Wednesday 22 May 2019
Wednesday 14 August 2019
Wednesday 16 October 2019

Meetings will either be via teleconference or in-person, with the venue being Perth or Kellerberrin.

10 CLOSE OF MEETING

There being no further business the meeting was declared closed at 12.22pm

DECLARATION

These minutes were confirmed by the Central East Aged Care Alliance Inc Committee at the meeting held Wednesday 5 June 2019

Signed _____
Person presiding at the meeting at which these minutes were confirmed