

Outlook 52nd Annual General Meeting Minutes

<p>Meeting Chair: Fran Boyd (Board Chair)</p> <p>Meeting held on the 27th October, 2022 at 2pm, at Outlook Community Centre and via on-line Teams link.</p>	
<p>Welcome: Chair, Fran Boyd, welcomed those present, noted key guests to the 52nd Annual General Meeting of Outlook (Aust.) Ltd and acknowledged the Traditional Land Owners.</p> <p>She reminded attendees that all AGM related documents were provided to members electronically via email, or mailed in hard copy and were also available via the Outlook website. Housekeeping matters on operation of the meeting on line and how voting would occur were outlined.</p>	
1.	Attendance:
	<p>Present: In person: Fran Boyd, Derek Madden, Sam Sondhi, Anne McCormick, Chris Buckingham, Tony Fitzgerald (arrived 2.10pm), Peter Link, Tricia Malowney, Noel Malowney, Adam Jaworski, Debbie Barnard, Nicole Hee.</p> <p>On Line: Edwin Hume, Graeme Stewart, Sally Curtain, Chelsea Tobin, Sarah Gray, Guest: Paul Tulk (Saward Dawson-Financial Auditor)</p> <p>Apologies: Greg Cuthbert, Julie Walton, Lisa O’Sullivan, Richard Jesty, Michael Upston, David DeCrespigny, Lou Bucello.</p>
2.	Minutes of Previous Meeting:
	<p>The Chair officially opened 52nd Annual General Meeting.</p> <p>Minutes of the Outlook AGM Meeting for 2021 were available on the Outlook website.</p> <p>Resolution: <i>That the Minutes of the 51st AGM of Outlook, held on the 28th October 2021, be accepted as a true and accurate record.</i></p> <p>Moved: Derek Madden Seconded: Edwin Hume Carried: All, by show of hands</p>
3.	Chair and CEO Reports
	<p>Fran spoke to the Chair’s Report as provided in the Outlook 52nd Annual Report, noting the report was available on the Outlook website.</p> <p>She noted the impact of the pandemic on Outlook’s operations acknowledging management rose to the challenge, ensuring the Outlook Strategic Plan was adaptable and resilient. That our service customers were always front of mind and included the appointment of Tricia Malowney as Chair of the Customer Advisory Group. Noting the importance of this role was to provide customer feedback to the Board. Last year Outlook moved its structure to a Company Limited by Guarantee, a new Constitution and expanded out footprint to a national organization. Fran welcomed two new Board members, Dr Chelsea Tobin and Dr Sarah Gray. An independent review of the Board was conducted, results were addressed, with focus on continuous improvement.</p>

Fran invited Sam Sondhi to present his CEO Report which it was noted is also available in the Outlook Annual Report.

Sam spoke to having navigated a challenging and also exciting year, including implementing the ambitious Strategic Plan, which is based on what stakeholders wanted. Year 2 of the plan has delivered some strong outcomes, with challenges going forward that include; making sure we have an engaged and supported workforce, integrating new contracts and acquisitions, and genuinely and the most important thing was forming the Customer Advisory Group. This ensures the voice of customers are reported to the Board, a rich source of information for the organization as we grow and evolve.

Sam thanked the Board and Fran as Chair and thanked all Outlook staff and volunteers.

There were no questions from the attendees.

Motion: That both the Outlook Chair and CEO reports be accepted.

Moved: Tricia Malowney

Seconded: Peter Link

Carried: All, by show of hands

Guest Speaker:

Sam invited the AGM Guest Speaker, Tricia Malowney to speak.

Tricia is a Disability Advocate, Inaugural Member of Outlook and the Chair of Outlook’s Customer Advisory Group (CAG). Tricia spoke to the group’s formation and purpose resulting from an Outlook Board initiative, how it operates and the progress of the group over the last 12 months. She admitted it had a slow start, due to Covid and the slow recovery back to full services, however, one very eager person from Disability Services who came to every meeting. There is participation from all divisions across the organization, a cross section of workers, including an employee with refugee background, disability customers and Supported Employees. Good discussion is starting to evolve, to say what they want to see or question.

It’s exciting to note that one of the Disability Service customers has joined the Microentrepreneurs Program after Trish visited the Moorabbin site for a CAG Meeting and spoke to this opportunity. Tricia was pleased with the CAG progress, it was on the right track and ready to ask ‘What the business is doing and what we can do better?’. Tricia thanked everyone for the opportunity to connect with Outlook in such a personal way again.

No questions from the attendees.

Chris Buckingham commented that he hadn’t had a lot of opportunities to engage with customers directly in the business and that is was good to get an authentic voice, very reassuring. Tricia agreed and commented that she knows the business well and also has a disability herself.

4. Treasurer Report

Derek Madden (Treasurer) presented the Treasurers Report noting the year’s financials were included in the Annual Report. He said Outlook’s full Financial Statement and Financial Auditors Report for 2022 is available on request.

His responsibility as Treasurer was to report on Outlook’s financials as per the audited Financial Statement.

Derek recognized the work of our Auditors, Saward Dawson, and thanked them for their efforts.

He noted the following: Covid was a challenging environment for Outlook, you can see the organization has made a significant turnaround for the year's takings when you remove the government stimulus package impact. Operating revenue was up 11.2% on previous year, but recognized a depressed revenue due to impact of covid in previous year. Outlook Commercial remains largest revenue and NDIS accounts for 5%. Labour is the main cost category, management of employment costs has decreased as a percentage in response to the market condition. Financial balance sheet shows strength with net assets increasing, the organisation is in a strong position to move forward with strategic acquisitions. Outlook is on track to achieve its growth targets, strong financial management recognized in the fin team, the reporting & technology used has improved greatly. Derek thanked Lisa O'Sullivan for her support and anticipated a positive future, stating, 'it's an organisation that needs to grow as the environment continues to change' and that he had confidence in the Board, management, staff and volunteers.. Derek thanked everyone.

There were no questions from attendees.

Fran noted Paul Tulk had joined earlier and welcomed the Auditor from Seward Dawson

Motion: *That Seward Dawson be appointed the Financial Auditors for 2023*

Moved: Sally Curtain **Seconded:** Chris Buckingham **Carried:** All, by show of hands

Motion: *That the Treasurer's Report be accepted.*

Moved: Graeme Stewart **Seconded:** Chris Buckingham **Carried:** All, by show of hands

5. Board Committee Reports:

1. **Strategic Planning Committee** –(Chair: Greg Cuthbert, Edwin Hume, Chris Buckingham)

Report delivered by Chris Buckingham: Noting the Strategy has been exciting, including the merger and acquisition activity, a commitment to sustainable and responsible growth, it's on track and really impressive in a year of disruption, we have placed customers at the heart of what we do. High degree of competency by the management team with further delivery of things to come.

Chris finished with 'Congratulations its been an amazing year!'

No questions from attendees.

2. **People & Governance** – Chair: Graeme Stewart, Members: Fran Boyd, Sally Curtain, Chelsea Tobin

Graeme Stewart presented the People and Governance Committee report.

He noted concerns were identified in relation to the Term of Board Directors and that amendments to the Constitution was the solution. The Committee developed the recommendations from the biannual Board review into an implementation plan which included a succession plan for Board Directors and specific processes for new appointments.

	<p>Board delegations were also reviewed and a more streamlined Board Agenda developed. Both these items were adopted by the Board.</p> <p>The Customer Advisory Group continued to develop during the year.</p> <p>Routinely organisational OH&S and Human Resources information is considered. Reporting in both these areas has been enhanced through use of dashboards.</p> <p>Graeme acknowledged the support of Deb, Adam, Anne, Sam and fellow Directors on the committee.</p> <p>No questions from attendees.</p> <p>Motion: <i>That the Board Committee Reports for 2022 be accepted.</i></p> <p>Moved: Sally Curtain Seconded: Chelsea Tobin Carried: All, by show of hands</p>
6.	Board Director nominations & appointment
	<p>Graeme Stewart, Secretary, announced that nominations to fill vacancies on the Board had closed in accordance with the provisions of the Outlook Constitution.</p> <p>The number of nominations received is within the number of vacancies. The nominations received are:</p> <p>Fran Boyd, Chris Buckingham, Sally Curtain, Greg Cuthbert, Sarah Gray, Edwin Hume, Derek Madden, Lisa O’Sullivan, Graeme Stewart, Chelsea Tobin.</p> <p>The Chair declared all nominated candidates duly elected as Board Directors and offered congratulations to those elected.</p>
7.	Special Business
	<p>Board Director Terms of Tenure:</p> <p>The purpose of the Special Resolution is to align the timing of the termination of a Board Director’s appointment to the two year term set out in rule 66.1 of the Constitution and to clarify the timing of the appointment of the First Directors in relation to their term of appointment.</p> <p>The officers of the Company or other duly authorised persons on behalf of the Company do all things desirable or necessary to give effect to the below resolution including, without limitation, the lodgment of any forms or notices with a regulatory authority (as applicable).</p> <p>Special Resolution to amend the Constitution:</p> <p>1. The constitution of the Company be amended by replacing the existing rule 63.2 with the following rule:</p> <p><i>“63.2 An elected director holds office until the termination of the second annual general meeting held after his or her election.”</i></p> <p>2. The constitution of the Company be amended by inserting immediately below rule 66.2 a new rule:</p>

“66.3 For the purposes of rule 66.1, the first term for the First Directors is taken to have commenced from the date of the 2021 annual general meeting.”

The Chair asked for a vote by show of hands in relation to the special resolution encompassing items 1. & 2. as read:

- 15 members indicated in favour of the resolution
- 6 Proxy votes were received in favour of the resolution
- There were no hands raised against the resolution

The constitution states 75% of the 25 members (ie 19) were required to vote in favour for a Special Resolution to be passed. As 21 votes in favour of the Special Resolution were received, the resolution was passed.

Motion: *That the Special Resolution as read be passed*

Moved: Sally Curtain **Seconded:** Chelsea Tobin **Carried:** All, by show of hands

8. Service Awards and Service Recognition:

1. The following employees were recognised for their **Years of Service to Outlook:**

- 5 years - Brian Leonard, Enviro Worker Mornington
- 5 years - Mitchell Rank, Supervisor Enviro Melton
- 5 years - Michael Wright, IT Head Office
- 5 years - Daven Hodgson, Enviro Worker Melton
- 5 years - Sam Sondhi, CEO Outlook Head Office
- 5 years - Thomas O’Brien, Enviro Supported Employee Mornington
- 10years- Alison Ryan, Manager Community Centre
- 10 years- Janine Curran, Disability Support Worker
- 10 years- Leah Clinkard, Community Centre
- 10 years- Steven Shanahan, Supervisor Enviro Hampton Park
- 15 years- Enrique Benito, Enviro Supported Employee, Hampton Park
- 15 years- Manfred Zeiger, Enviro Worker Mornington
- 15 years- Noel Stewart, Enviro Supported Employee Hampton Park
- 15 years- Norman Giderson, Enviro Worker, Mornington
- 20 years- Craig Hovey, Enviro Supported Employee, Hampton Park
- 32 years- Anne McCormick, DCEO Outlook Head Office

2. The following Board Directors were recognised for **voluntary years of service to Outlook.**

- 5 years - Fran Boyd, Board Chair & Director
- 5 years - Greg Cuthbert, Board Vice Chair & Director
- 5 years - Graeme Stewart, Board Secretary & Director
- 5 years – Derek Madden, Board Treasurer & Director
- 8 years – Lisa O’Sullivan, Board Director

10. Thank you

	Fran Boyd officially closed the meeting and thanked those able to attend in person, recognising the poor weather, also thanked her fellow Board Directors, stating she was very honoured to work with them and the time they provided was very much appreciated.
	Meeting Close: The AGM closed at 2.45pm

This is a true & accurate record of the Annual General Meeting.

Name (print):

Signed :

Date: