

## ASHM HEALTH

### ANNUAL GENERAL MEETING MINUTES

**DATE: MONDAY, 27 NOVEMBER 2023**

TIME: 5PM-5.45PM

LOCATION: ASHM SYDNEY OFFICE, 160 CLARENCE STREET, SYDNEY, NSW 2000  
ONLINE VIA TEAMS

Attendees	<p><b>Financial Members:</b> Nicholas Medland, Penny Kenchington, Darren Russell, Jennifer Hoy, James McMahon, Jacqui Richmond, Judith Dean, Charles Gilks, Rob Monaghan, Janine Trevillyan, Dr Bin Mo, Vincent Cornelisse, Ben Riley, Adrienne Hoare, Alexis Apostolellis, Josh Borja, Karen Salter, Magdalene Ellis, Sonja Hill, Alexandra Lipa, Brett Stevens, Courtney Gibbs, Eleonore Bridier, Grace Jin, Isabelle Purcell, Joe Givan, Joseph McMahon, Niti Saraf, Phoebe Schroeder, Robert Wisniewski, Sami Stewart, Shelley Kerr, Skye O'Halloran, Edan Campbell-O'Brien, Brooke Heinz</p> <p><b>Non-Financial Members:</b> None</p> <p><b>Non-Members:</b> Wali Aziz, Erin Tanyag, Danni Wharton, Rebecca Sutherland, Elaine Turner, Mikayla Mason, Brett Whiteley, Hani Jaber, Sarah Tran</p>
Proxies	Prof. Katherine Brown, Dr Jason Ong, Melinda Hassall, Dr Belinda Wozencroft, Chris Camacho, Martyn French, Molly Stannard, Brooke Dickson, Jessica Michaels, Michelle O'Connor
Apologies	Prof. Michael Kidd, Prof. Katherine Brown, Dr Jason Ong, Prof Margaret Hellard, Melinda Hassall, Dr Belinda Wozencroft, Chris Camacho, Martyn French, Molly Stannard, Brooke Dickson, Jessica Michaels, Michelle O'Connor

Agenda Item	Discussion	Voting
1. Welcome, Quorum and Apologies	<p>Nick Medland (<b>NM</b>) as Chair, welcomed everyone and explained the quorum requirement per ASHM constitution was 21.</p> <p>Alexis Apostolellis (<b>AA</b>) as CEO, advised there were 10 proxies and outlined the rules regarding the use of proxies and the voting procedures.</p> <p><b>AA</b> advised that between members attending in person (6) attending online (30) and represented by proxy (10), the meeting had met the quorum.</p> <p>The meeting opened at 5.07PM</p> <p>Apologies are as noted above.</p>	N/A
2. Confirm Minutes of Previous Annual General Meeting	<p>Motion put to accept the minutes of previous AGM.</p> <p><i>Moved:</i> Alexis Apostolellis</p> <p><i>Seconded:</i> James McMahon</p> <p>There were no comments or questions.</p>	Carried unanimously
3. Annual	<b>NM</b> and <b>AA</b> noted highlights from the Annual report.	Carried

<p>Report</p> <p><b>3.a.</b> President's report</p> <p><b>3.b.</b> CEO's Report</p> <p><b>3.c.</b> Treasurer's report</p> <p><b>3.d.</b> Questions</p> <p><b>3.e.</b> Receiving the Annual report</p>	<p><b>NM</b> made various remarks on the importance of ASHMs role in the sector.</p> <p>Charlie Gilks (<b>CG</b>) as Treasurer, delivered the treasurer's report highlighting the areas the Finance, Risk Management and Audit Committee (FRMA) reviewed during the year.</p> <p>Motion was put to accept the Annual Report (including the Financial Report) and then opened up for questions.</p> <p>To see the Annual Report refer <a href="#">here</a>.</p> <p><i>Moved:</i> Alexis Apostolellis</p> <p><i>Seconded:</i> James McMahon</p> <p>There were no questions or comments</p>	<p>unanimously</p>
<p><b>4.a.</b> Announce the President for the following year</p> <p><b>4.b.</b> Announce the Ordinary Directors for the following year</p>	<p><b>NM</b> expressed his thanks to the Board for their support during his three years of Presidency.</p> <p><b>NM</b> Also thanked Catriona Ooi as a retiring Board member.</p> <p><b>NM</b> announced James McMahon as the incoming President from the end of the Annual General Meeting.</p> <p><b>NM</b> confirmed the following Ordinary Directors for the following year:</p> <ul style="list-style-type: none"> <li>• Benjamin Cowie</li> <li>• Sam Elliott</li> <li>• Charles Gilks</li> <li>• Rupert Handy</li> <li>• Penny Kenchington</li> <li>• Robert Monaghan</li> <li>• Jason Ong</li> <li>• Jacqui Richmond</li> </ul>	<p>N/A</p>
<p><b>5.</b> Appoint an Auditor</p>	<p><b>NM</b> informed of the Board's decision to rotate the auditors as good governance practice. Motion was put to appoint Nexia Sydney Audit Pty Ltd. as auditors for the year to June 2024.</p> <p><i>Moved:</i> Alexis Apostolellis</p> <p><i>Seconded:</i> James McMahon</p> <p>There were no questions or comments</p>	<p>Carried unanimously</p>
<p><b>6.</b> General Business</p> <p><b>6.a</b> Special Resolutions (<b>SR</b>) – see Appendix 1 for details</p>	<p><b>AA</b> read through each of the 4 proposed changes (as circulated to members in advance of this meeting) to the ASHM constitution and confirmed.</p> <p><b>Special Resolution 1:</b> Clarify the process of setting the exact number of Ordinary Directors in any year.</p> <p><b>Special Resolution 2:</b> Changes to Board's authority to remove Treasurer.</p> <p><b>Special Resolution 3:</b> Removal of restriction for co-opted Director to be office bearer.</p> <p><b>Special Resolution 4:</b> Add additional means of finding skilled and interested people to fill a skills gap on the Board via public expressions of interest.</p>	<p><b>SR 1:</b> Carried unanimously</p> <p><b>SR 2:</b> Carried unanimously</p> <p><b>SR 3:</b> Carried unanimously</p> <p><b>SR 4:</b> Carried unanimously</p>

<p><b>6.b. Other General Business</b></p>	<p>4 separate motions were put to adopt each of these Special Resolutions in turn. Each motion was:  <i>Moved:</i> Nick Medland  <i>Seconded:</i> Penny Kenchington            There were no questions or comments</p> <p><b>AA</b> thanked Nick Medland and Catriona Ooi for their respective contributions to ASHM</p> <p><b>AA</b> announced that Honorary life membership was being awarded to:</p> <ol style="list-style-type: none"> <li>1. Associate Professor Marilyn McMurchie</li> <li>2. Prof Darren Russell</li> </ol> <p><b>AA</b> announced that Professor Ron Penny AO will be recognised posthumously as an ASHM “Distinguished Honorary Member”</p> <p>No other comments to note.</p> <p>There was no other General Business</p>	<p>N/A</p>
<p><b>7. Meeting close</b></p>	<p>The meeting was declared closed at 5.33 PM (AEDT)</p>	<p>N/A</p>

## APPENDIX 1

### PROPOSED CHANGES TO ASHM CONSTITUTION - SPECIAL RESOLUTIONS 2023

- Below is a summary of the special resolutions (SR) to change ASHM’s constitution.
- All 4 resolutions are recommended and endorsed by the ASHM Board.
- As per clause 23(c) of ASHM’s Constitution: A Special Resolution is passed if it is passed by a majority which comprises no less than seventy-five per cent (75%) of Voting Members Present.

SR #	Title	Description	Clause ref (per attached)	Rationale
1	Clarify the process of setting the exact number of Ordinary Directors in any year	<ul style="list-style-type: none"> <li>• Add wording to clause 36.1 to define how the exact number of Ordinary Directors (within the range of 7-12) in any year will be set.</li> </ul> <p><b><i>“The President will propose the number of Board members required in this range, and the proposed number will require approval from the board”.</i></b></p>	36.1	<ul style="list-style-type: none"> <li>• This change will clarify the process of setting the exact number of Ordinary Directors for each year.</li> </ul>
2	Removal of Treasurer (as Office Bearer) by the Board	<ul style="list-style-type: none"> <li>• Currently, the Board may remove 3 of the four Office Bearers (the President, President Elect &amp; Vice President) from their office during a term and elect another Director to that vacant office.</li> <li>• Add the word Treasurer to the list of Office Bearers that the Board can remove and elect during a term.</li> </ul> <p><b><i>“The Board may remove a President, President Elect, Treasurer or Vice-President from their office as President, President Elect, Treasurer or Vice President respectively during a term and elect another Director to that vacant office.”</i></b></p>	37.4	<ul style="list-style-type: none"> <li>• This change will ensure consistency in the Board’s authority to elect and remove Office Bearers during their term.</li> </ul>
3	Removal of restrictions for co-opted Directors to be Office Bearers.	<ul style="list-style-type: none"> <li>• To remove the restriction of a Co-opted Director not being able to be an Office Bearer.</li> </ul> <p>Delete clause 40 (c) <b><i>“A co-opted Director cannot be elected as an Office Bearer”</i></b></p>	40 (c)	<ul style="list-style-type: none"> <li>• Co-opted Directors are a Board’s way of addressing a skills deficit and to bring a balance of skills and knowledge to the Board. Removing this clause will mean that if there is a Co-opted Director with Finance skills, the Board is able to elect them to be the Treasurer.</li> </ul>
4	Add additional means of finding	<ul style="list-style-type: none"> <li>• Add 40 (d) to seek expressions of interest from suitable and interested people to add to the pool of potential co-opted</li> </ul>	40 (d)	<ul style="list-style-type: none"> <li>• This change will help find suitable candidates from a wider pool of people that through an expression of</li> </ul>

	<p>skilled and interested people to fill a skills gap on the Board via public expressions of interest.</p>	<p>Directors.</p> <p><i>“The Board can also request that the Secretary seek suitable candidates through a public or external expression of interest recruitment process and any director could choose to nominate one of these candidates if suitable”.</i></p>		<p>interest who have the right skills to fill a skills gap on the Board.</p>
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