



Minutes of Annual General Meeting of the Progressive Broadcasting Service Co-operative Ltd

Meeting held Thursday 29 November 2018

The meeting was called to order at 7:05pm by the Chair, Jurgen Schaub (JS)

Present and Apologies

Present: Adrian Meade, Bill Runting, Bradley Knight, Chris Xynos, Clare Presser, Declan James, Garry Havrillay, Gavin Younger, Helen Jennings, Ian Stanistreet, Jan Dale, Jeremy Smith, Jurgen Schaub, Justin Naylor, Ken Fargher, Kev Bartram, Lauren O'Dwyer, Jayne Lovelock, Lyndelle Wilkinson, Maddy Macfarlane, Mike Glover, Monica Hanns, Myles O'Neil-Shaw, Paddy Harrison, Paul Maybury, Paul Cuthbert, Phil MacDougall, Pierre Baroni, Robert Eames, Roger Holdsworth, Ron Dickinson, Sam Goldie, Sarah Blaby, Shelley McNicholl, Tess Lawley, Adrian Basso, Elle Young and David Barnes.

Apologies: Nat Muscat, Ian Sutherland, Mike Sewell, Nick Brown, Aleisha Hall, Campbell McNolty, Tom Sedunary, Pat Watts, Meg Butler, Ross Giles, Cam Durnsford, Saúl Zavarce, Cameron Paine, Gary Laidlaw, Chris Pearson, Diane Crowther and Wendy Tonkin

Welcome

JS welcomed all attendees. The Chair paid respects to traditional owners and paid respects to elders past and present. JS introduced the current Board.

Minutes of Last Meeting

Minutes of 2017 AGM reviewed without comment.

Motion to accept: Garry Havrillay; seconded: Samantha Goldie

Majority in favour of acceptance by show of hands

Chair's Report

JS took the Chair's Address included in the *Annual Report* as read. The Chair further noted that the relocation of PBS from Easey St to the Collingwood Arts Precinct (CAP) would cost an estimated \$1.5M. Thankfully, the Cooperative's financial position remained strong, and the State Government's commitment of \$500,000 to support the move to CAP was a boon.

JS thanked the Board for their support, the membership, Adrian Basso and PBS staff, the former Chair, Mike Sewell, and all volunteers.

General Manager's Report

Adrian Basso (AB) took the General Manager's Report included in the *Annual Report* as read. AB then provided further detail on CAP.

AB first noted the 'music focus' of the CAP precinct, which will include a performance space that allows greater engagement with co-tenants and the public. To illustrate the precinct's connection to music, AB displayed the sign that once adorned the site of PBS' future tenancy – 'Rehearsal Prac. 1'.

AB thanked architect Zvi Belling for his assistance in the design of PBS' new home. Around 30 designs have been required over the past two years.

The GM noted that the Community Broadcasting Foundation (CBF) has provided \$25,000 for the studio transmitter link between the station and Mt Dandenong. One benefit of the relocation was a direct line of sight between the station and the Mount.

PBS has been building cash reserves in the knowledge that a move from Easey St is inevitable. AB noted that a Fundraising Committee has been established, and encouraged members to assist.

AB envisages that PBS will be settled at CAP within two years. Works will commence in around 10 months; the fit out will likely take around 9 months or more. The move will present the opportunity to replace and upgrade equipment.

AB thanked the Board members, acknowledging Jayne Lovelock's leadership of the Fundraising Committee and Monica Hanns' experience and assistance. AB thanked Tess Lawley for her stewardship of the Programming & Planning Group (PPG). AB thanked all staff, members, sponsors, and music makers. Finally, AB thanked Elle Young and David Barnes for their assistance with the AGM proceedings.

Fundraising Committee Report

Jayne Lovelock (JL) introduced the Fundraising Committee, established to prepare for the relocation to CAP. The Fundraising Committee comprises Board members JL, Monica Hanns and Lauren O'Dwyer, General Manager Adrian Basso, and Jacki Melvin. JL explained that the fundraising drive would involve approaches to philanthropists before a shift to a grass roots campaign. JL noted that a strategy document had been prepared and encouraged members' enquiries and support.

Audited Accounts

The Treasurer Justin Naylor (JN) took the financial report included in the *Annual Report* as read. JN noted a surplus of \$115,000, observing that gross revenue was slightly lower than last year but that the decrease was of no great concern – sponsorship had grown, and there had been an adjustment for depreciation. JN explained that the net operating figure is slightly low, but nothing less than the 7 year average, and that all figures remained within the Board's expectations.

Cash reserves may be called upon for the relocation, although ideally this will be funded by the fundraising drive.

Motion to accept financial report

Moved Roger Holdsworth, seconded Jan Dale

Election of external auditors

JN proposed that E F McPhail and Partners be appointed for a further term as external auditors.

Moved Jurgen Schaub, seconded Samantha Goldie

Majority in favour of acceptance by show of hands

Election of Directors

Three nominations had been received for three vacancies. All nominations were received from current Board members. In addition to the written statements included in the AGM materials, each nominee was invited to speak for two minutes:

Jayne Lovelock

JL stated that it had been a privilege to serve on the Board, where she had received warm and encouraging support over the past 18 months. JL is about to commence a new role at Creative Partnerships Australia, working in corporate partnerships and philanthropy. Favourite moment of 2018: participating in Radio Festival 2018, which made her feel part of something spectacular. JL is looking forward to two more fantastic years.

Tess Lawley

TL is thrilled to be returning to the Board and continuing as PPG Chair. Concerns about the operation of the PPG that had been evident two years ago – representation, transparency – have now been resolved. The policies and processes were revised, and elections have been successfully introduced. TL is looking forward to continuing that work, and ensuring that our music grid reflects our community.

TL is a past General Manager at SYN (the last project she carried at SYN was for its relocation!). She currently works as a consultant with not-for-profits. TL thanked the shareholders, Board, and members of the PPG.

Jurgen Schaub

JS has been involved at PBS for 10 years, and is entering his third term on the Board. He is honoured to be the Chair of a skilled Board.

All nominees were elected unopposed.

General Discussion

The Chair noted that the rules of the Progressive Broadcasting Service Co-Operative Limited PBS had been amended to allow nominees for directorship to stand without the need to disclose their age. As the change was only giving effect to the Cooperatives National Law, there was a simple process for approval involving only the Board and Consumer Affairs Victoria. JS thanked Arnold Bloch Leibler for their fantastic pro-bono advice.

The Chair then invited comments and questions. The following were received:

Proxy voting

A question from the floor was why some members who could not attend the AGM were unable to vote by proxy. Secretary Adrian Meade explained that, under the supporting legislation (the *Co-operatives National Law Application Act 2013* (Vic)), voting by proxy at general meetings is permitted only if the rules of the organisation provide for it. The PBS Rules do not provide for voting by proxy. AM noted that the rules could be amended, but pointed out that – given that the standard provision for proxy voting was absent – the membership of PBS had, evidently, previously decided to exclude the option of proxy voting.

Paul Cuthbert explained that, in the view of a past Board, the idea of the cooperative was ‘one person one vote’, and that members’ active interest would be demonstrated by a physical presence at general meetings. Helen Jennings and Ken Fargher endorsed that view. Yet, it was noted that ‘accessibility’ was not a common term at the time (the mid-1970s).

Sarah Blaby ventured that accessibility is something for the membership to consider. JS queried whether there was any interest from those present in a change to the rules on proxy voting. By show of hands, less than a majority expressed favour.

Programming

Garry Havrillay (first declaring that he had submitted a program application) noted that the current programming principles included progressive and distinctive new and original programming. GH pointed to three iterations of the programming schedule where no substantive change had occurred: for example, a jazz program had only been replaced by a jazz program. GH suggested that the PPG may be suffering from inertia, and posed the question: Does the P in PBS still mean ‘progressive’?

JS acknowledged the comment, which would be referred to the Board and PPG.

Strategic Plan

[The Chair’s written report noted that the strategic plan was due for a rewrite this year but, given the planned relocation to CAP, was subject to only minor amendment – namely the inclusion of the objective ‘A successful move to our new home’.]

Maddy Macfarlane noted that revision of the strategic plan had been deferred, and queried why it had not been opened for consultation.

AB explained that for the last few revisions the plan had been subject to workshops. A new objective has been added to recognise the move to CAP, and the ‘roll over’ now allows for that move with relative stability. Once the objective is met, the strategy will be opened again for wider discussion.

Fundraising

In terms of fundraising, it was asked whether there could be anything done at the Community Cup to assist PBS' relocation. AB responded that this would be difficult, as Reclink bear the responsibility and liability for the event and have an avid interest in the reward. Clare Presser suggested a bucket collection.

Ken Fargher noted that the Community Cup gave PBS exposure, which was a benefit in itself. Monica Hanns thought that the money derived from the Cup would be relatively small, and there might be better ways to raise funds. Fundraising at the Cup might undermine the relationship with Reclink, but – Monica and Jayne thought – PBS could certainly gain some leverage from the event.

Meeting closed at 7:35 pm