

# 2019 Annual General Meeting

Monday 28 October

Leicester Street Office Melbourne

## Minutes

### Welcome and Opening

Craig Bennett: CEO welcomed all attendees (*including guests*) and, noting that the total of 27 attendees exceeded the required quorum, opened the meeting at 4.50 pm.

Craig advised that printed copies of the *Order of Business* for the AGM were available, as well as printed copies of Diabetes Victoria's *2019 Annual Review*, which is also accessible on our website.

### Directors Present

Glen Noonan (*President*), Kathryn Arndt, Malcolm Gray AM, Richard Loveridge, Victoria Stevenson, Ed Stockdale and Dr Sarah Wenham.

### Apologies:

**Board Directors:** Professor Peter Colman AM, Professor Trisha Dunning AM and Dr Mark Kennedy.

**Other:** Apologies received from Peg Kearin: Board Advisor and Greg Johnson: CEO Diabetes Australia Limited were noted, along with those received from several senior staff.

### Draft Minutes of the 2018 Annual General Meeting, held on Monday 29 October

Craig Bennett proposed that the draft minutes of the *2018 Annual General Meeting*, as published on BoardTRAC; noted by the Board at its meeting on Monday 26 November 2018; and as available as printed copies at the meeting, be signed as an accurate record.

**Moved: Kathryn Arndt   Seconded: Victoria Stevenson   Approved: Unanimously**

## President's Address

Glen Noonan indicated that he was delighted to address a Diabetes Victoria AGM for the first time as President. Glen acknowledged the very significant contribution of former President: Chris Jose, who retired from the Board in April this year, and commented as follows:

- Diabetes Victoria recorded an extremely strong operating result for FY 18/19, with a record operating surplus of \$3.9 million. Consequently, almost \$2.7 million will be directed to support diabetes-related research;
- *Diabetes Expo 2019* in late April was our largest and most successful event yet, which was a great credit to the team, led by Shadiya Chaib, who delivered this amazing experience for the very large number of super-engaged attendees. Planning is already well advanced for *Diabetes Expo 2021*;
- we also delivered *Living Well with Diabetes Victoria* events in Epping, Swan Hill, Shepparton, Morwell and Pakenham, as well as our first *Eating Well with Diabetes Victoria* event at the Melbourne Town Hall. Our *Kellion Victoria Medal Awards* and *World Diabetes Day* functions were very uplifting occasions, for which we received overwhelmingly positive feedback;
- our host of education & training programs, camps & day activities, support of staff in government, private & independent schools and peer support group activities continued to reflect the broad scope of our work in the Victorian community;
- our main awareness-raising campaigns during the year were focused on demystifying diabetes, by focusing on the basics of what is a complex and often misunderstood condition;
- we were delighted that the *Life!* program, one of the largest lifestyle intervention programs in the world for people at risk of type 2 diabetes, heart disease or stroke, has been refunded through to the end of 2020, in the first instance; and
- the Australian Centre for Behavioural Research in Diabetes featured prominently during the year in terms of publications and presentations at major national and international diabetes meetings. The ACBRD's *Diabetes & Emotional Health Handbook & Toolkit*, as developed for Diabetes Australia, are now being adapted by several international diabetes organisations.

We are very grateful that both the Victorian and Commonwealth Governments support our work and greatly appreciate our constructive working relationships with many senior departmental officials.

In conclusion, Glen thanked his fellow Board Directors for their support and commitment to good corporate governance and also thanked CEO: Craig Bennett for his dedication, hard work and considered advice to him and all other Board Directors. In addition, Glen acknowledged the great work of Craig's senior management team and Executive Assistants: Clare Savage & Georgie Khan.

Finally, Glen extended his appreciation to all staff, volunteers, members, peer support group contributors, event attendees, donors and supporters for all their efforts on behalf of Victorians affected by, or at risk of, diabetes.

## **CEO's Address**

Craig Bennett thanked Glen Noonan and briefly summarised several other highlights of the past year:

- our *ISO 9001:2015 Quality Management System* accreditation status was renewed for three years following a successful organisation-wide audit last December;
- the performance of both the *NDSS Helpline* and our Help Centre over the past twelve months has continued to be excellent. In particular, Craig acknowledged George Company for his leadership in this area;
- we have continued to assist Diabetes Australia by using our comprehensive digital platform to direct information, advice and reminders to *NDSS* registrants in the most efficient way possible. We have also supported Diabetes Australia on various initiatives, such as the second phase of the *Continuous Glucose Monitoring* subsidy, the *Diabetes in Schools* program, *NDSS Central* and *KeepSight*; and
- we created two new business units: *Evaluation, Evidence & Quality*, reflecting the importance that we place on ensuring that our programs & services continue to be both targeted and effective; and *Shared Services*, reflecting our desire to continue developing non-government & untied streams of revenue.

In looking forward, Craig indicated that key organisational priorities included:

- continuing our strong financial start to FY 19/20;
- assisting Diabetes Australia to re-negotiate a new *NDSS Agreement* from 1 July 2020;
- progressing our longer-term accommodation requirements;
- re-negotiating a new *Collaboration Agreement* with Deakin University for the ACBRD (*due 1 July 2020*);
- further aligning our programs & services with those of Diabetes Tasmania;
- re-negotiating *Life!* program funding (*from 1 January 2021*); and
- re-negotiating a new *Savers Agreement* (*due February 2021*); and
- preparing for *Diabetes Expo 2021*, to be held on Saturday 27 March at the Melbourne Convention and Exhibition Centre.

Craig concluded by thanking both Chris Jose and Glen Noonan for their guidance and support during the year. Craig also thanked all other Board Directors & staff for their support, commitment and ongoing contributions to Diabetes Victoria and extended his personal appreciation to both Clare Savage and Georgie Khan for all their work in the Office of the CEO.

## **FY 18/19 Financial Report**

Glen Noonan proposed that the Financial Report of Diabetes Victoria for the year ended 30 June 2019, as well as the reports of the Directors and Auditor thereon, as published on our website and as available as printed copies at the meeting (*in full and concise forms*), be adopted.

***Moved: Malcolm Gray    Seconded: Richard Loveridge    Approved: Unanimously***

## **Confirmation of Director**

Lalith Abeysena: Company Secretary proposed that Richard Loveridge, who was appointed during the year, be confirmed as a Director.

***Moved: Sarah Wenham    Seconded: Kathryn Arndt    Approved: Unanimously***

## **Re-appointment of Directors**

Lalith Abeysena proposed that Directors: Malcolm Gray AM, Glen Noonan and Victoria Stevenson, who retire by rotation and, in accordance with the provisions of the *Diabetes Victoria Constitution* and being eligible, offer themselves for re-election for a further term of 3 years, be re-appointed.

***Moved: Kathryn Arndt    Seconded: Ed Stockdale    Approved: Unanimously***

## **Special Resolutions:**

### ***Change to the Registered Name of the Company***

Lalith Abeysena proposed that the name of the Company registered pursuant to the *Corporations Act 2001* (Cth) be changed from 'Diabetes Australia - Victoria' to 'Diabetes Victoria'. The Constitution will then be amended to replace references to 'Diabetes Australia - Victoria Limited' (*wherever occurring*) with 'Diabetes Victoria'.

***Moved: Malcolm Gray    Seconded: Glen Noonan    Approved: Unanimously***

### ***Change to the Number of Directors***

Lalith Abeysena proposed that the maximum number of Directors be reduced from 15 to 12, and the minimum number of Directors be reduced from 10 to 8. The Constitution will then be amended to replace references to the number of Directors from: 'not less than 10, to not less than 8' and: 'not more than 15, to not more than 12'.

***Moved: Richard Loveridge    Seconded: Kathryn Arndt    Approved: Unanimously***

**Special Presentation**

**2019 Diabetes Victoria Outstanding Contribution Award**

The purpose of the *Diabetes Victoria Outstanding Contribution Award* is to recognise individuals who have made substantial and meaningful contributions to improving the lives of Victorians affected by, or at risk of, diabetes.

Craig Bennett announced that Professor David O’Neal is the recipient of the *2019 Diabetes Victoria Outstanding Contribution Award*.

Professor O’Neal is a Senior Endocrinologist with the Department of Endocrinology at St. Vincent’s Hospital, as well as Clinical Director of Internal Medicine, Subacute & Palliative Care Services at Mercy Public Hospitals, in Melbourne.

Professor O’Neal has been honoured for his outstanding contribution to diabetes clinical care; diabetes research; and the assessment of technologies to assist people living with diabetes.

Glen Noonan presented a certificate and gift to Professor O’Neal.

Professor O’Neal made a short speech of acknowledgement and thanks.

**General Business**

Glen Noonan advised that there was no general business for which the required notice had been given.

**Close**

Glen Noonan declared the meeting closed at 5.25 pm.

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**President and Chair**

**Date**