



**DRAFT MINUTES
2022 ANNUAL GENERAL MEETING**

<p>Australian Healthcare and Hospitals Association National Portrait Gallery, King Edward Terrace, Parkes ACT 2600 Wednesday 26 October 2022 12.30pm – 1.00pm (AEDT)</p>	
<p>Members in attendance Jillian Skinner (AHHA Board Chair) Yasmin King (SkillsIQ, AHHA Director, AFRC Chair) Lynelle Hales (SNHN, AHHA Director) Susan McKee (DHSV, AHHA Director) Kim Webber (coHealth) Anthony Lawler (Tasmanian Department of Health) Michael Culhane (ACT Health Directorate) Andrew Coe (WNSWPHN) Brendan Goodger (proxy, CESP HN)</p> <p>Members via zoom Keith McDonald (SWSPHN, AHHA Director) Mark Chilvers (Central Adelaide LHN and SA Dental) Mike Bosel (BSPHN) Richard Nankervis (HNECCPHN) Walter Kmet (MQ Health)</p> <p>Proxies received Nigel Fidgeon (ANZCA) Lucille Chalmers (DDWMPHN) Learne Durrington (WAPHA) Ken Griffin (APNA)</p>	<p>Secretariat Present Kylie Woolcock, CEO Rebecca Haddock Sue Humphries, Finance and Operations Manager</p> <p>Others in attendance Michael Brydon (Board-appointed Director) Cassandra Bennett (Independent member, AFRC) Phillip Miller, Vincents Audit Pty Ltd</p>
1	<p>Welcome The Chair opened the meeting at 12:30pm, acknowledging the traditional owners of the land on which we were meeting.</p>
2	<p>Attendance, Proxy Votes and Apologies The Chair noted attendance and proxies that had been received.</p>

3	<p>Declaration of quorum</p> <p>As per the AHHA Constitution, a quorum requires 25% of the Voting Members or their proxies, or 20 Voting Members or their proxies, to be present at the time the meeting is held, whichever is the less. At the time of the meeting, there are 53 full voting members, requiring 14 for a quorum.</p> <p>The meeting was quorate.</p>
4	<p>Confirmation of Board Membership</p> <p>The Chair noted the Board election process that had been conducted between 24 August and 12 October 2022.</p> <p>The Chair confirmed the outcomes of the election process and welcomed the five members who had been elected:</p> <p>Member representatives who have been reappointed to the Board are:</p> <ul style="list-style-type: none"> • Lynelle Hales, CEO, Sydney North Health Network • Susan McKee, CEO, Dental Health Services Victoria <p>Member representatives have been newly appointed:</p> <ul style="list-style-type: none"> • Michael Culhane, Executive Group Manager, ACT Health Directorate • Anthony Schembri, CEO, St Vincent’s Health Network Sydney • Kim Webber, Executive Lead, cohealth <p>The Chair thanked the Board members who had chosen not to renominate and whose terms came to an end at this AGM for their contributions to AHHA: Keith McDonald and Chris Kane, and the resignation of Joyce Swan.</p> <p>Resolution: That the outcomes of the election be noted. Carried.</p>
5	<p>Confirmation of the minutes of the previous Annual General Meeting</p> <p>The Chair noted that an AGM was not held in 2021 as a result of the pandemic.</p> <p>As a charity registered with the ACNC, AHHA is not required to hold AGMs. However, in meeting the ACNC’s governance standard 2, the 2020-21 annual report was circulated to members and made available on the AHHA website at: https://ahha.asn.au/sites/default/files/docs/policy-issue/annual_report_2020-21_final.pdf</p> <p>Resolution: That the 2020-21 Annual Report be noted. Carried</p>
6	<p>Confirmation of the 2021-22 Annual Report</p> <p>The Chair presented highlights from the 2021-22 Annual Report that had been circulated electronically to members and is available for access online at https://ahha.asn.au/governance</p> <p>Resolution: That the 2021-22 Annual Report be accepted. Carried</p>

7	<p>Confirmation of the 2021-22 Financial Report</p> <p>AHHA’s Audit, Finance and Risk Committee Chair Yasmin King presented the 2021-22 financial report.</p> <p>The AFRC Chair noted that the audit of the financial statements was being finalised and audited statements would be available to members on request.</p> <p>The impact of COVID on the organisation was identified, in particular the impact on revenue generated from commissioned projects and workforce turnover while the health sector responded to the demands of the pandemic. It was noted that the Board had also reconsidered the original strategic intent for the Australian Centre for Value-Based Health Care to be a separate stand alone entity. What has become clear is that given the strategic direction of the AHHA moving forward, the notion of keeping the Australian Centre for Value-Based Health Care as a standalone intangible asset is no longer appropriate and hence the Board took the decision to impair its full value.</p> <p>Resolution: That the 2021-22 financial report be accepted. Carried</p>
8	<p>Appointment of auditor</p> <p>It was discussed that Vincents Audit had been the auditors for a significant period of time (over eight years) and that it was deemed good practice to change.</p> <p>Resolution: To consider and if thought fit, to pass, the following resolutions:</p> <ol style="list-style-type: none"> 1. That the outgoing auditor Vincents Audit Pty Ltd be removed as auditor of the company. Carried 2. That Nexia Duesburys (Audit) be appointed auditors of the company for the year ended 30 June 2023. Carried
9	<p>Other business</p> <p>There was no other business. The meeting closed at 12.50pm.</p>

Confirmed as an accurate record of the meeting by the AHHA Board Chair and Audit, Finance and Risk Committee (AFRC) Chair, 18 November 2022.