



Minutes of AIA Victoria Annual General Meeting – Monday 14 November 2022

Held in person at Dyason House and via Zoom Meeting

The President, Richard Iron CMG OBE, declared the 2022 Annual General Meeting (AGM) open at 5.45pm and welcomed all members attending in person and virtually.

A quorum was confirmed.

Present: 19

In-Person: 13

Jacky Angus	Zara Kimpton OAM	Patrick Moore
Christopher Cicutto	John King	John Richardson
Kathie Derham Moore	Will McEniry	Alastair Roff
Richard Iron CMG OBE	Prakash Mirchandani	
Megan Kaiser	Dr Michael Moignard	

Zoom: 6

Angie Carter	Susan Green	Rae Sharp SC
Colin Carter AM	Kelly MacDonald	Perry Wood

Apologies: 7

Hatice Basarin OAM
Meg Davoren-Honey OAM
Barry Fox
Helen Freeman
Prof. Stewart Gill OAM
Peter Hone
Christopher Lamb

Proxies:

Peter Hone (in favor of Alastair Roff).

It was explained that Motions would be voted using a show of hands in the room and the raise hand function on Zoom.

1. The Notice of Meeting was taken as read

2. To Approve the Minutes of the Annual General Meeting held on 11 October 2021

The AGM Minutes of Meeting for 2021 were received.

Motion: that the AGM Minutes of Meeting for 2021 be adopted.

MOVED, and CARRIED

Proposer: John Richardson

Seconder: Patrick Moore

Minutes approved

3. **Business arising from the Minutes:** None

4. **To receive and consider the Annual Report of the Council.**

The 2021-22 Annual Report was received noting two errors noted below.

Motion: that the Annual Report for 2022 be adopted.

MOVED, and CARRIED

Before the adoption of the 2021-22 Annual Report of the Institute, the President thanked one of our members who has pointed out two errors of fact within the report:

- i. The first is contained within the President's Report on page 4, where it is stated that the Victorian Branch of the Australian Institute of International Affairs was founded on 22nd June in 1925. I am pleased to correct this ... because of course, in 1925, we were the Victorian Branch of the *Royal* Institute of International Affairs, since the *Australian* Institute was only established a few years later.
- ii. The second error is on page 9, in the list of Victorian Lifetime Friends, which contains the name of Mr Sidney Baillieu Myer AC, and Fellow of the Institute, known as Bails Myer. Sadly, Bails died in January this year and his name was included in this year's Report in error.

Zara Kimpton raised that concern saying that it would have been good to have noted the death of a Lifetime Friend in the annual report. It was noted to include this in next year's report.

Proposer – Prakash Mirchandani

Seconder – Christopher Cicutto

5. **To receive, consider and adopt the Annual Balance Sheet, the Accounts of the Institute and the Auditor's Report for the financial year ended 30 June 2022**

Motion: That the Financial Statement and the Auditor's Report be adopted.

MOVED, and CARRIED

Proposer – Patrick Moore

Seconder – John Richardson

Zara Kimpton queried that there was a lack of detail in the financial report as specific cost breakdowns were not provided as they had been in previous years.

Christopher Cicutto said that this is because the reporting is now more general so that a future Treasurer could perform the role (as the previous financial statements were Special Purpose Accounting Reports). The current reports are now more in line with the accounting standards. A detailed breakdown can be provided of the financial statements upon request.

The Financial Statement and the Auditor's Report were adopted.

6. To confirm auditors for 2022-23

Motion: Noel May of May Klye and Associates has been nominated to conduct an audit for the 2022-2023 Financial Year.

MOVED, and CARRIED

Proposer – Christopher Cicutto

Seconded – Will McEniry

7. To elect Office Holders

To elect Office Holders of the Council for the 2022-23 year

To avoid any conflict of interest, Alastair Roff chaired this part of the meeting.

There was no contested ballot this year for positions of President, Vice President, Vice President and Treasurer, so the following were re-elected:

President:	Richard Iron CMG OBE
Vice President:	Kelly MacDonald
Vice President:	John Richardson
Treasurer:	Christopher Cicutto

Motion carried, and the President resumed the Chair.

8. To elect Ordinary Members of the Council for the 2022-23 year

MOVED, and CARRIED

The following were elected:

Benjamin Freeman (having served three years is eligible for re-election)
Will McEniry (having served three years is eligible for re-election)

Noted by the President that the original meeting agenda had changed as Asha Reeves is no longer continuing on the Council.

9. President's Report

The President Richard Iron stated that the Council has made a number of very important strategic decisions which will affect the future of the Institute.

He explained that the background to these decisions is varied with the sale of Dyason House, meaning that for now we are relatively cash rich, but also that our pre-Covid business model has come under increasing financial strain as fewer people now come to our events in person. The Institute has realised that live streaming is with us to stay and that we can no longer rely on gate receipts to provide a significant portion of our income.

It was noted that after examining numerous possibilities, it came down to a broad choice: either we retrench and cut our costs to match our income; or we take on more work, finding more and different ways to raise finance. If we do nothing, we would quickly eat into the cash raised by the sale of Dyason House – and the Council was unanimous that that would be irresponsible.

After deep consideration, the Council unanimously decided to significantly increase our salary budget by taking on a new hire – a General Manager Operations – while at the same time upgrading the Office Manager position. Only by increasing our professional staff in the office can we increase our capacity for work.

The Council appreciates that this involves some financial risk in the short term, until we are able to raise our revenues to the extent that we can meet the increased salary bill. He informed us that Christopher Cicutto will explain how we intend to manage this financial risk and mitigate it in the long term; that Alastair Roff provide a briefing on the process to bring on the new hires; and Perry Wood will talk about how we have set up an Investment Committee to manage the cash raised through the Dyason House sale.

He invited one of our VPs, John Richardson, to provide an update on where we are in our search for New Dyason House and why we have taken the decisions we have.

10. Speakers

- i. **John Richardson (New Property Purchase):** the intention was that the purchase of a new property would take place in the same market in which Dyason House was sold. However, the market has proven quite limited after extensive research was undertaken. Additionally, there has been an overall downturn in the property market which has created an increase in availability in the commercial rental market (and a decrease in the cost of commercial leases). The Council has now decided to lease in the short-medium term to allow us more time to find a suitable building to purchase. We are currently in the process of engaging a property consultant to help us find a suitable location to lease. The risk of the market increasing (for when we purchase) seems unlikely.
- ii. **Christopher Cicutto (Financial Risk):** We are currently at risk of the fact that our pre-covid business model was not sustainable for the future of the business. The investment on additional headcount is to help with mitigate this risk. Funds from the sale of Dyason House will be invested and re-purposed until we are able to purchase a building. The liquidity of the funds in the meantime will allow us to invest in additional headcount. We will be conducting an analysis on a quarterly basis of the additional headcount to ensure that it is proving to be a beneficial investment to the Institute.

- iii. **Perry Wood (Investment Committee):** The Committee has met several times and will select a fund manager. They have had meetings and follow ups with four shortlisted possible fund managers. The Investment Committee is currently doing an analysis of the funds associated with each possible provider. The Investment Committee has written an Investment Policy Statement which will eventually be taken to the Council. The Investment Committee has also created an Assessment Matrix which will be used to assess which fund manager we will select (this will also be presented to Council). A recommendation of which fund manager to go with will be made to Council in the coming weeks.
- iv. **Alastair Roff (New Hires):** Currently our resources are stretched, and we are expanding the Office Manager role and creating a new General Manager (Operations) (GMO) role. The GMO will work to help alleviate the work from the Executive Director (ED) so that the ED can be more focused on building relationships and exploring other ways to grow the Institute. The GMO role will focus on events, memberships, communications, and stakeholder engagement and will report to the ED. Mazars will be assisting us with a talent search for the GMO role. The Institute also wants to develop a Stakeholder Engagement Database, and more resource is needed for this. The Office Management role is currently being advertised on LinkedIn and Seek.
- v. Richard reiterated the need for us to corporatise and our commitment and focus to remaining a membership-based and focused organisation.

11. Any other business

Patrick Moore raised concerns about what advice we have received about the risk the of purchasing a property now, verses in the future. John Richardson expressed that we have received advice, although we have not directly sought this advice from real-estate agents. The change in working styles due to Covid has also created a change in the market.

Patrick Moore raised the question as to whether any detailed financial modelling has occurred if the market were to increase between now and when we will purchase a new property. Christopher Cicutto stated that no detailed modelling has been done about the future allocation of funds; however, it is expected that this will be done when we engage with fund managers.

Zara Kimpton raised the question about what we are looking for in our new building. John Richardson stated that the geographic area for our new building is within close proximity of the CBD with good accessibility and parking.

Zara Kimpton expressed concerns of where the funding to cover the new hires will be coming from. Richard Iron noted that to be able to bring in additional funds and build new relationships, additional hires are needed. However, the new hires are not an open-ended commitment. Within the next two-three years, if we have not made progress, these roles will not be continued.

Patrick Moore inquired about how long we have had the money from the sale of Dyason House and encouraged us to have an Investment Statement as soon as possible. Alastair Roff stated that we have had the money from the sale of Dyason House since August 2022. Patrick Moore also queried how we will go investing in the short-term with fund managers (as we will want the funds to purchase a new building). Perry Wood addressed this question saying that it is more challenging because of the short-term nature of our investment but it is something that we are communicating with potential fund managers.

Zara Kimpton informed the Meeting that there is a National Investment policy that Patrick and Zara put together for the National Office. Zara suggested that it could be referred to as a useful document for the Victorian Branch.

There being no further questions or comments, the President declared the Annual General Meeting for 2022 closed at **18:42 (6:42pm AEDT)**.