

# BAPTISTCARE NSW & ACT

ACN 000 049 525

## MINUTES OF SEVENTY SEVENTH ANNUAL GENERAL MEETING OF MEMBERS HELD ONLINE ON THURSDAY, 11 NOVEMBER 2022

**Present:** 31 members were present as recorded in the Attendance Register and included the following 6 Directors:

Robert Dunn (Board Chair)	Craig Collins
Anna Phan	Clifford Hughes
Owen Chew Lee	Doug Sotheren

**In Attendance:**

<b>BaptistCare Members:</b>	
Stephen Bartlett	Clifford Hughes
Fay Bennett	Anne Low
Gladys Bergerson	Brian McSweeney
Judith Carpenter	Ruth Nannelli
Owen Chew Lee	Joan O'Donnell
John Church	Alma O'Rourke
Craig Collins	Barry O'Rourke
Sandra Cuthill	Anna Phan
Robert Dunn	Alan Rice
Catherine Ellis	Joyce Rice
Everyl Ellis	Howard Schofield
Janice Fowle	Doug Sotheren
Ronald Fowle	Ronald Syme
Beth Fraser	Paul Watkins
Tom Garrett	Ian Wilson
Doreen Henson	
<b>BaptistCare Staff:</b>	
Allan Waters	Liz de Berardis
Andrew Morgan	Mark Khoo
Ben Galea	Merrill Dodson Wellings
Brendan Jones	Nerilee Chen
Charandeep Kaur	Neville Zammit
Charles Moore	Nicole O'Grady
David Ireland	Pamela Lawrence
Donna O'Brien	Rachel Raschke
Elisa Clanor	Renata Knezevic
Elizabeth Byrne	Rob Binskin
Elizabeth Hukins	Rob Raschke
Fiona Volke	Robyn Evans
Graham Want	Robyn Wright
Hannah Kruger	Ronan MacSweeney
Heather Chai	Scott Graham
Jenny McQuiggin	Simon Heath
Kate Mole	Tanya Amarasingham
Kim Lange	Vanessa Lambo
Kylie Hood	Western Patterson
<b>Other {Visitors}:</b>	Stephen Isaac (KPMG)

## 1. Opening:

The Chair declared the Meeting open at 2.30pm and gave an Acknowledgement to Country. The Chair welcomed all members, staff and friends of BaptistCare and extended a special welcome to Rev Dr Steve Bartlett from the Association of Baptist Churches NSW & ACT, David Slinn from Baptist Financial Services and Stephen Isaac of KPMG.

The Chair noted that this year, like so many other organisations, BaptistCare is holding a virtual event due to the ongoing risk of COVID-19 in the community to protect the safety of Members, stakeholders and staff attending this event. The Chair noted that voting for the resolutions included in the Notice of Meeting was now open and provided some instructions for Members in relation to voting and asking questions throughout the event.

### Notice of Meeting:

The Notice of Meeting included in the meeting papers was taken as read.

### Quorum:

The Chair declared that a quorum (a minimum of 12 Members present or by proxy) was present.

## 2. Apologies:

It was **resolved** to record the 11 apologies were received from:

Peter Murphy	Graham Henderson
Cameron Webb	Ruth Henderson
Corinne Glasby	Robyn Leek
Andrew Hall	Jeanette Long
Roslyn Hall	Heather Reid
Jennifer Peffer	

## 3. Devotion:

The devotion was given by Rev. Belinda Groves of Canberra Baptist Church.

A video presentation was played for the benefit of members and attendees. Rev. Groves spoke of the following:

- The theme of 'Refresh' resonates in the approach of how aid can be provided by anyone to anyone in small and large acts when done with compassion.
- The Bible repeatedly embraces these themes to reveal how compassion means going directly to those places where suffering is occurring and making a home there.

## 4. Chair's Address

Mr Dunn delivered the Chair's address noting the decision to hold the event online again this year was made to avoid the ongoing risk posed by COVID and that it is hoped that in person meetings can resume soon.

Mr Dunn spoke to the following six emerging trends impacting BaptistCare:

**1. Changes in the regulatory environment**

Mr Dunn reflected on how the findings and recommendations of the Royal Commission into Aged Care has resulted in significant increases to the compliance burden for organisations in the sector.

**2. Changes in Home Care**

Mr Dunn noted the Government will be releasing more home care packages which should, in the long run, benefit BaptistCare as we have invested heavily in home care support systems. Getting access to workers is our current challenge.

**3. The importance of smart systems**

Mr Dunn noted that there is increased importance in good data systems and management of cyber risks. Investment in information systems across all our business lines is serving us well here. We have some great systems. Organisations like ours have had cyber-attacks and we aren't immune, even though we are well prepared.

**4. Finding people is key**

Mr Dunn noted that there is a war for talent and getting access to trained people remains a massive challenge for all our business streams.

**5. Weakened financial performance**

Mr Dunn noted that making financial returns in the current environment is also difficult. In the year to June 2022, BaptistCare made a deficit of \$8 million compared with a deficit of \$5.5 million for the previous year. However, included in the prior year was a Jobkeeper subsidy of over \$27 million. Total comprehensive income, which includes revaluation of investments, was a loss of \$36 million, compared with income of \$16 million in the prior year. The main factor causing this result was unrealised losses in our investment portfolio at 30 June this year. This was the very thing that caused the gains in the prior year. Revenue increased by 8% to \$329 million.

**6. Increased consolidation**

Mr Dunn noted that 'for purpose' organisations have been growing through acquisition of other operations. Scale is crucial in difficult operating environments as it can drive efficiencies and allow for process improvements. We want to see growth across the organisation. Right now, it is exciting to see significant acquisitions and property developments serving our aged care, retirement living, community housing and community services operations in places including Wagga, Canberra, Elderslie (in Sydney's SW), St Marys and Carlingford. You can expect to see more growth in this new year.

Mr Dunn acknowledged and thanked Charles Moore, CEO and the executive leadership team for showing great skill and wisdom and leading through hard work and commitment to our values in these tricky times. Mr Dunn thanked all staff for the commitment shown to the work of BaptistCare.

Mr Dunn also acknowledged our directors and others who serve on Board Committees noting that these people are committed to ensuring BaptistCare has proper governance, including strategic, financial, operational and spiritual oversight. Mr Dunn especially acknowledged Doug Sotheren who joined the board in November 2021, and also acknowledged the service of Ian Wilson, who retired from the board and at the same time.

Mr Dunn reflected that last year the board considered the role of Members and ran some workshops to explore different models of membership. The board's conclusion was that our current model of membership is a good one and we are not recommending any changes. There is a good mix of church representatives and individual members who have knowledge of our operations and who together can provide effective governance.

Mr Dunn acknowledged the contribution of members noting the reimagining membership project began with a desire to better serve BaptistCare's members, which resulted in increased communication in this last year.

Mr Dunn expressed his thanks to all attending for their support of BaptistCare, whether that's prayer, donations or time spent volunteering and noted the response to help Northern Rivers flood victims and our HopeStreet appeals was amazing.

Mr Dunn acknowledged the service of Roger Peffer who passed away during the year. Roger was the inaugural chair of BaptistCare (then Baptist Community Services) from 1992 to 2001. The role of those who go first is especially important and he clearly did a great job. Acknowledgement of other members who died in the last year including Gwenyth Boston, Alfred Bourne and Ruth Marks was also made.

Mr Dunn extended BaptistCare's gratitude to the Baptist Association and the churches who partner with us noting that through these relationships, BaptistCare can serve in local communities, and help people improve their lives. He reflected that over the last year, he has met with so many people who make helping others through BaptistCare part of their life story. This selfless service is a distinctive characteristic and an important element for our future success.

In closing, Mr Dunn confirmed that in all this work, BaptistCare looks to the Lord and his strength and gives thanks to our Heavenly Father for the privilege it is to serve and care for people in his name.

The Chair paused for any questions arising from his address and responded to a question from a staff member about the recent wage increase for aged care workers, with Mr Dunn confirming that it is a good start and we will remain focussed on advocating not just that aged care workers but that all of our staff are remunerated fairly.

It was confirmed that voting is now open. There were no other questions at the end of the Chair's address.

## **5. Working Collaboratively: Our flood response**

The Chair introduced a video about our staff working collaboratively on our flood response in the Northern Rivers and it was played for the benefit of Members and attendees.

## **6. Chief Executive Officer's Presentation**

The Chair introduced CEO Charles Moore and invited him to deliver the Chief Executive Officer's presentation (The Year in Review).

Mr Moore addressed the meeting and thanked all those in attendance. He then spoke of the following:

- **COVID**

He was pleased to report that we have been able to find a balance that enables us to stay vigilant, protect our clients, residents and staff, and for our aged care homes, allow families, visitors and events to return.

- **Workforce**

Workforce has remained our most significant challenge across our aged care services with COVID-19, reduced skilled migration, continued underfunding from the Federal Government and low wages combining to make this an ongoing and significant issue.

The workforce crisis is placing additional workload and stress across BaptistCare, requiring remarkable resilience, patience, steadfastness and commitment from our staff, management teams, and the frontline.

- **Focus on what is possible**

This year our staff, supporters and partners have achieved a great deal while confronting a number of trials.

An ongoing theme for the Executive and I, has been a focus on what is possible, including the opportunity to respond to community needs, strive for our vision of seeing every individual living well, and continue our five-year strategic journey.

Mr Moore spoke to the following highlights from the past 12 months.

- **Advocacy**

- BaptistCare strengthened our advocacy voice on the aged care front, writing an open letter to then Prime Minister, Scott Morrison, calling for immediate support for the aged care sector.
- The letter was picked up by multiple mainstream media outlets and established an opportunity for us to continue speaking on this issue through to the Federal election.
- We are hopeful and optimistic that the new Federal Government will make swift and urgent changes for the sector.

- **Reconciliation action plan**

- BaptistCare commenced the development of the organisation's first Reconciliation Action Plan (RAP) in partnership with Reconciliation Australia in May.
- The RAP is a collective journey for BaptistCare that will provide a meaningful road map towards greater respect and stronger relationships with First Nations people.

- **Employer of choice**

- BaptistCare continued its journey to becoming an Employer of Choice, being recognised in the 2022 AFR BOSS Best Places to Work List, ranking tenth in the Government, Education and Not for Profit list.
- This is just a starting point for BaptistCare, and allows us to understand and benchmark what we are doing well, and what we can improve on, to deliver a great experience for current and future staff.
- Workforce issues are critical and becoming an employer of choice with a workforce that enables growth is a key objective of our Strategy.

- **Staff and volunteers**

- BaptistCare's staff and volunteers are its heartbeat, and it is impressive how they show up, persevere, dig in and live BaptistCare's values as they care for people who are ageing, who are vulnerable or experiencing challenges in their life.

- One of the most meaningful roles someone can have in our communities is that of caring – and it’s hard work – and the CEO expressed his thanks for the 3,731 staff and more than 500 volunteers delivering transformational life-changing care.
- **Devastating floods**
  - In early 2022, BaptistCare watched in disbelief as flooding across Northern NSW significantly impacted our services, staff and customers, with many losing their homes or experiencing significant damage.
  - The impact of the flooding was significant, and there is a long road ahead for the community.
- **Emergency response**
  - BaptistCare’s aged care home at Coraki was cut off, while in our Alstonville home internal flooding took place. Staff lost their homes and could not attend their shifts, while our community services and housing teams were working around the clock to support clients, tenants and the community at large.
  - BaptistCare initiated an emergency response to ensure essential supplies and staffing could be delivered to our services and people, and launched a flood appeal to support these costs and the ongoing recovery.
  - Many members will have donated, and we sincerely thank you for this support. We were able to raise over \$260,000.
  - Amongst a list of things this enabled us to provide grants directly to 35 staff over the last six months to support them in these challenging times.
- **Rebuild and recover**
  - BaptistCare has also been incredibly fortunate in the last three months to have partnered with the NSW Government in establishing and operating 56 temporary homes that can accommodate up to 250 local residents of Coraki who have been homeless since the floods.
  - We are activating our community housing expertise to support people - not just with housing - but also our wrap-around support services as they recover and rebuild their lives.
- **Accreditation**
  - Whilst BaptistCare continues to deal with the effects of COVID, floods and staff shortages, many of our aged care homes have been subject to reaccreditation reviews from the Aged Care Quality and Safety Commission.
  - Though most of BaptistCare’s homes have performed well through this arduous process, in May the Commission identified multiple areas of concern about the care and services at the Orana Centre on the Central Coast. BaptistCare recognises that workforce supply was a very real contributor to the outcome at Orana.
  - BaptistCare took immediate steps to respond to each point of non-compliance and placed a team of experienced leaders from across BaptistCare and externally into the home to bring it back to the standards expected.
  - Charles was pleased to report the Commission has now approved the home to commence allowing new residents to enter the home.
- **Residential services**
  - While COVID and workforce issues have been of great concern, the care of BaptistCare residents has remained paramount, and our BaptistCare team has focused on continuous improvement, as well as innovative programs and care approaches. These include implementing a digital pain assessment tool, a digital

medication management platform and partnering in the National Aged Care Medication Roundtable.

- **Retirement living**

- Two new retirement communities became part of the BaptistCare footprint over the year.
- In March, BaptistCare acquired The Grange Lifestyle Village in Wagga Wagga. The Grange is set on over 20 hectares and features 159 independent living villas. This village complements our existing Watermark Village, our residential home Caloola which is currently being redeveloped and our growing at home business that now serves over 900 clients in the Riverina.
- In April, BaptistCare also celebrated the completion of Yarra Rossa, in Red Hill, on the site of the former Morling Lodge aged care home.

- **At Home**

- For our At Home team, the successful recruitment of Health and Well-Living® Consultants across 70% of the locations BaptistCare operates in provided additional clinical expertise to assist the home care team to proactively identify and address issues that may escalate without management.

- **Towner House**

- In Wagga Wagga, BaptistCare officially opened our respite cottage Towner House, in April. The new location offers a purpose-renovated residential home, providing day and overnight respite care. BaptistCare also opened a new office for our care team, who now service over 900 clients in their own homes in the Riverina region.

- **Community housing**

- Our Community Housing team progressed our Social and Affordable Housing Fund development in Carlingford, with the final 162 units due to open in February 2023. BaptistCare Five Dock housing, Kitty Doyle Apartments, was also a finalist in the Urban Development Institute of Australia Development Awards for Excellence following its redevelopment in 2021.

- **HopeStreet Windale**

- BaptistCare Community Services teams have continued to walk alongside people experiencing many personal challenges.
- The housing crisis made worse by flooding, the pandemic and cost of living pressures, has reached new highs.
- At the same time, domestic and family violence continues to see women and children in search of safe housing and support to rebuild their lives.

- **Welcoming space**

- In March, a newly renovated cottage opened for HopeStreet Women's Space in St Marys. The welcoming space and day refuge for women facing challenges and at risk of marginalisation provides shower and laundry facilities, emergency food and toiletries, and case management support.

Mr Moore noted looking to the future, there is no doubt the sector continues to be buffeted by some significant challenges. However, amongst the fragmentation and dislocation we remain optimistic and see this as an opportunity to grow.

With the burden of increased compliance and the importance of investing in technology, we believe economies of scale will play an important role in delivering sustainable high-quality care in the future.

We are looking to expand our services within geographical clusters, and to enhance the continuum of care journey for our residents and clients.

BaptistCare has created a strong pipeline of development and redevelopment projects that will help renew the quality of our assets, allowing us to provide quality care to a larger number of residents.

BaptistCare is also seeing some opportunities to grow through the acquisition of aged care services.

In this year's financial report, both Charles and the Chair outlined that the financial viability of the aged care sector has deteriorated over recent years, and BaptistCare has not been immune from this trend.

While we recorded a net deficit for the year, we have maintained a strong cash flow position. COVID has created a number of challenges, increasing our expenditure, and impacting BaptistCare's capacity to deliver services with reduced occupancy in our aged care homes and the inability to deliver services through our At Home business, this has obviously had a significant impact on our income.

However, BaptistCare is also confident our five-year strategy and continued advocacy for increased funding and reform for the aged care sector will realise enhanced financial viability and performance in future years.

It has been another incredibly busy and challenging year but one also full of wonderful rewards, with Charles acknowledging our partners, in all that has been achieved and overcome together.

The Baptist Association, our valued members, generous donors, Government, NGO and corporate partners, have all worked with BaptistCare, in their own unique way, to help BaptistCare deliver on its promise of transforming lives by expressing the love of Christ.

Charles also thanked the Board, and the Executive and Senior Leadership Team and all staff for staying the course.

At the end of the Chief Executive Officer's Presentation, Mr Moore responded to the question previously raised regarding the increase in wages for aged care employees and agreed it was a good start but stressed that BaptistCare will continue to advocate that had been submitted through the meeting chat function:

## **7. Minutes of the 77th Annual General Meeting held on 11 November 2021:**

The Minutes of the 77<sup>th</sup> Annual General Meeting which was held on 11 November 2021 and which were circulated with the papers for this Annual General Meeting were tabled for noting.

## **8. Special Business of the Meeting: Amendments to the Constitution**

The Chair introduced the Special Business of the Meeting.



**(a) Special Resolution 1.1**

Mr Dunn spoke to the resolution as included in the papers.

*To consider, and if thought fit, to pass the following as a special resolution:  
Article 2.2(a) (Ordinary Members) of the Constitution of the Company be deleted and replaced with the following:*

*"(a) Ordinary Members*

*Ordinary Members shall be:*

*(i) natural persons who are:*

*(A) members of a Baptist Church affiliated with the Baptist Association; or*

*(B) members of the Assembly Council; or*

*(C) nominated in writing by a Baptist Church affiliated with the Baptist Association, and who continue to be members of that Baptist Church (with that Baptist Church being able to remove that Member from the Company in writing) provided there may only be one (1) Ordinary Member nominated by the nominating Baptist Church affiliated with the Baptist Association at any one time, and*

*(ii) entitled to vote."*

**(b) Special Resolution 1.2**

Mr Dunn spoke to the resolution as included in the papers.

*To consider, and if thought fit, to pass the following as a special resolution:*

*The following typographical errors are corrected:*

*i. In clause 2.3(c), the cross-reference to clause 2.2(b) is amended to read clause 2.3(b).*

*ii. In clause 5.3(c):*

*a. clause 5.3(c)(i) is renumbered clause 5.3(c); and*

*b. clause 5.3(c)(ii) is renumbered clause 5.3(d)*

*iii. In clause 5.5(c), the cross-reference to clause 5.3(c)(i) is amended to read 5.3(c).*

Mr Dunn confirmed the amendments contained in the Special Resolutions had been approved by the Assembly Council as required by the Constitution.

Mr Dunn noted and answered a question received from Member Peter Gilchrist prior to the meeting and thanked Peter for his query.

Mr Dunn then encouraged those who still need to vote to do so.

## **9. Ordinary Business of the Meeting:**

### **(a) Proxies**

It was noted that 9 valid proxies had been received including 1 undirected proxy. Mr Dunn confirmed his intention to vote the undirected proxy in favour of each item of business.

### **(b) Financial Report**

The Financial Report, including the Directors' Declaration and Reports of the Directors and Auditors, for the year ended 30 June 2022 which were circulated to Members with the papers for this Annual General Meeting were tabled and taken as read. Mr Dunn noted that our auditor, Mr Stephen Isaac, was present and prepared to answer any questions.

The Chair asked the Members if there were any comments or questions in relation to the Financial Report to please send them through in the chat.

There were no comments or questions.

### **(c) Re-election of Directors**

Mr Dunn introduced the item with a reminder to Members about the voting procedure.

Mr Dunn talked to the Director Profiles included in the papers which were taken as read and the proposed resolutions.

Mr Dunn noted the Board unanimously recommends the re-election of both Mr Murphy and Ms Glasby and then called for members to vote on the re-election of Mr Murphy and Ms Glasby.

### **(d) Directors filling casual vacancies**

It was noted there were no Directors filling casual vacancies.

### **(e) Retirement of Directors**

It was noted that no directors were retiring at this AGM.

### **(f) Other Ordinary Business**

It was noted that no other business had been raised in advance of the meeting. No other ordinary business (that may be brought before the meeting in accordance with the Company's Constitution) was raised when the Chair noted this item of business.

## **10. Recognition of long serving Members**

Noted that, prior to the beginning of this Item, Mr Dunn confirmed that voting was closed and that results would be confirmed shortly.

Mr Dunn took time to acknowledge our long serving members, many of whom have been with BaptistCare for over 25 years. Mr Dunn extended gratitude for the contributions of members of BaptistCare through prayer and financial support, and volunteering at various sites around NSW and the ACT.

Mr Dunn noted the following members who have served for 20 years:

- Barbara North

Mr Dunn noted the following members who have served for 25 years:

- Shirley Lindner
- Stuart McLatchie

Mr Dunn noted the following members who have served for 30 years or more:

- John Boston
- John Cheek
- Lynne Church
- Richard French
- Thomas Garrett
- Lawrence Green
- Heather McGregor
- Ruth McLean
- Jennifer Pepper

Again thank you for your commitment to BaptistCare and the life transforming work we do.

### **11. Question time**

There were no questions from Members. Mr Dunn then introduced some videos for members to watch while we await the results of the voting.

### **12. Announcement of outcome of resolutions**

Mr Dunn confirmed the passing of all resolutions in the affirmative and thanked the Members on behalf of the Board noting that no further questions had been received.

### **13. Close of Meeting**

Before the event was closed, the Chair closed the meeting in prayer.

The Meeting was closed at 3:45pm.

**Signed as a correct record:**



28 NOV 22

Chair  
Date