

Minutes of Annual General Meeting of Hunter Primary Care Ltd held 14 November 2023

Meeting commenced at 6.05pm with an Acknowledgement of Country.

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| Chair: | Mr R Anicich AM |
| Directors: | Mr Steven Adams, Ms Jennifer Hayes, Dr Peter Hopkins (Member), Mr Scott Puxty, Ms Fiona Van Leeuwen (Member), Mr Ben Wilkins (Member) |
| Invitees | |
| Executive: | Ms Brenda Ryan (Hunter Primary Care Ltd CEO), Mr Jack Hanson (Hunter Primary Care Ltd Company Secretary and Corporate Services Executive), Mr Keith Drinkwater (Hunter Primary Care Chief Operating Officer) |
| Auditor: | Mr Martin Matthews PKF (Chartered Accountants) |
| Other Invitees: | Ms Kirsty Porteous (External member Finance, Audit and Risk Management Committee) |
| Minutes: | Ms Kylie Laing |

Apologies and Proxies

1. Apologies

Dr Sarah Bayley (Member and Deputy Chair), and 0 (nil) apologies from members were received.

Proxies:

At the close of receipt of proxies at 5.00pm on Friday 10 November 2023, a total of 6 valid proxies were received.

- 4 proxies are directed to the Chair; all directed in favour of the proposed recommendations
- 1 proxy is directed to the Chair; in favour of Items 4,5,7; and against item 7.2
- 1 proxy is directed to Dr F Van Leeuwen; directed in favour of the proposed recommendations.

Ordinary Business

2. Adoption of minutes of previous AGM Meeting, 15 November 2022

Resolved:

That the minutes of the AGM held 15 November 2022 be confirmed.

Carried, unanimously

Approved:

Date:

MINUTES

3. Directors' Report to Members

The meeting received a report from the Chair for the year to 30 June 2023, highlighting the successes and achievements of Hunter Primary Care. The Chair acknowledged it has been a difficult time recently for many in our Indigenous communities and the broader community with the rejection by a majority of the proposal put to the referendum in October. Hunter Primary Care has publicly supported the YES case in the referendum.

The Chair noted the organisation is two years into the Strategic Plan 2025, which enables Hunter Primary Care to continue to sustainably achieve greater health and social outcomes in the communities we serve and the Chair looks forward to a successful 2024.

The Chair, on behalf of the Board, thanked the CEO, Executives and all Hunter Primary Care staff members for their hard work and dedication to the organisation and the community served by Hunter Primary Care. The Chair also noted the retirement of Minute Secretary Ms S Henning during this year and has been in contact to thank her for her many years of service.

Noted:

That the Annual Report for the Year Ended 30 June 2023 be re-presented at the December Board Meeting, and management has asked for comments.

Carried forward

4. Adoption of Financial Statement (A link to the Financial Report was circulated with the Notice of AGM)

The meeting received a report from the Company Auditor, Mr M Matthews, on the financial reports for the year ended 30 June 2023. Mr M Matthews noted that an unqualified audit was provided and that the company is in a strong financial position with assets and cash reserves. No questions regarding the financial statements were raised.

The Chair thanked PKF and acknowledged the efforts of Hunter Primary Care's Finance and Executive team.

Resolved:

That the financial reports of the Company, the directors' declaration and the reports of the directors and auditors for the year ended 30 June 2023 be accepted.

Carried, unanimously

5. Appointment of Auditors

Resolved:

That PKF be appointed as the Company Auditor for the 2023-2024 Financial Year.

Carried, unanimously

6. Election of Directors

6.1. Two Member-nominated Directors

The Chair confirmed two nominations were received and therefore no election was required. The Chair announced Dr F Van Leeuwen and Mr B Wilkins as the successful candidates for Member-nominated Directors. Their term of office commences at the conclusion of this Annual General Meeting and ends as per the Constitution.

The Chair thanked the nominees for their interest in Hunter Primary Care and congratulated them.

6.2. One Board-nominated Director

Approved:

Date:

MINUTES

Resolved:

That Ms Jennifer Hayes be elected as a Board-nominated Director.

Carried, unanimously

Ms J Hayes' term of office commences at the conclusion of this Annual General Meeting and ends as per the Constitution.

7. Special Business

The Chair confirmed that to consider and if thought fit to pass, with or without modification, the following resolutions as special resolutions (meaning that at least 75% of votes cast must be in favour of the resolution).

7.1 Amendments to the Constitution

The Chair confirmed minor changes have been made to update the Constitution as detailed in the Explanatory Memorandum.

Resolved:

That the Company adopts the proposed new Constitution.

Carried, unanimously

7.2 Amendments to the Board Remuneration

The Chair noted Board remuneration was last reviewed in 2016 and an increase to \$275,000 is recommended.

Resolved:

That in accordance with Clause 53.1 of the constitution of Hunter Primary Care Limited, that the maximum aggregate remuneration payable to Directors of Hunter Primary Care Limited be increased to \$275,000 per annum.

Carried

The Chair thanked members for their attendance

Meeting Closed: 6.26pm

Approved:

Date: