



## **Australian Breastfeeding Association 2024 Annual General Meeting**

### **Draft Minutes**

**Friday 29 November 2024 at 7.00 pm  
Via Zoom Webinar**

#### **1. Welcome** by, President Cate Uhe

7:01 pm Meeting opened. Quorum achieved with 43 participants, 9 proxies, 12 panellists. All warmly welcomed.

#### **2. Acknowledgement of Country**

Cate Uhe gave the Acknowledgement of Country.

Cate outlined a number of Zoom webinar housekeeping items. Voting via polls will be explained at the point of voting. Those attending who had submitted proxies will have their proxies null and void as it is expected that voting will occur in person. Any apologies can be entered into the comments on behalf of absentee. Cate explains links to supporting documents.

Cate introduced Executive Officer, Victoria Marshall-Cerins, Directors; Leila Forde, Nitty Brown, Dominique Bougoure, Alannah Shore, Genevieve Finey, Lynn Ng, Louise Brown, and Daile Kelleher, and staff members Kate Soulsby and Claire Fraser.

Acknowledgement to outgoing directors Leila Forde and Belinda Chambers for their contributions to the Board, and Katie Cross who has recently stepped down from the Board, and thanks her very much for 3 years.

Cate extends a warm welcome founder Dr Mary Paton, AM, with us today in our 60<sup>th</sup> year, and acknowledges how a special thing it is to have her here.

#### **3. Attendance**

##### **Present:**

Kathryn Barwick, Ruth Berkowitz, Dominique Bougoure, Nitty Brown, Louise Brown, Helen Cooke, Sarah Clifford, Karin Collinson, Katie Cross, Emily Dickson, Jessica Edquist, Hilary (Pixie) Endacott, Vicki Evans, Charlotte Fielding, Genevieve Finey, Alicia Ford, Leila Forde, Claire Fraser, Rebecca Gauld, Lynn Gosney, Margaret Grove, Karleen Gribble, Nerida Haines, Arianwen Harris, Jennifer Hurrell, Daile

Kelleher, Victoria Marshall-Cerins, Tahnee McBean, Angela McRea, Tanya McMinn, Lisa Moore, Sarah Moussi, Bette Nelson, Lynn Ng, Mary Paton, Helen Seiker, Janice Smith, Kate Soulsby, Alannah Shore, Kirsten Tannenbaum, Leanne Taylor, Sophie Turnbull, Cate Uhe

#### **Apologies:**

Palmina Rae, Keith Anderson, Ros Fleetwood, Evelyn Killick, Joy Anderson

#### **Proxies: 9**

Proxies were:

Prue Ward, Evelyn Killick, Leila Forde (who was unable to vote as a host), Palmina Rae, Sally Eldridge, Elizabeth Oei, Joy Anderson, Keith Anderson, Ros Fleetwood

NB Karin Collinson's proxy was revoked as she was present.

#### **4. Acceptance of the Minutes of the Annual General Meeting held on 24 November 2023**

**Motion:** To accept the minutes from the Annual General Meeting held on 24 November 2023.

**Moved:** Cate Uhe

**Second:** Leila Forde

**CARRIED** Yes.

	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<b><i>Total</i></b>
<i>Poll</i>	23	0	6	<b>29</b>
<i>Proxies</i>	8	0	1	<b>9</b>
<b><i>TOTAL</i></b>	<b>31</b>	<b>0</b>	<b>7</b>	<b>38</b>

#### **5. President's Report — Cate Uhe**

Cate presented her report as tabled in the Annual Report 2023-24.

Questions from the floor regarding the President's Report.

No questions were asked.

Cate thanked the Board directors, staff, and volunteers for all they have contributed to ABA this past year. Cate mentions key highlights:

- 60th Anniversary Year
- Groups, regions, and branches held many events across the country
- The launch of our 2023 to 2026 strategic plan
- Introducing a new, free, introductory membership for parents
- Rebrand and a refresh of our breastfeeding-friendly Australia programs

- ABA held an in-person briefing with the Federal Government at Parliament House in Canberra
- WHO Code Task Force Project team has continued with strong advocacy for the full implementation of the WHO Code in Australia
- Continued work on diversity and Inclusion by commencing work on a Reconciliation Action Plan.

We rely heavily on the Federal Government funding to operate the national Breastfeeding Helpline services, including telephone service and the live chat service.

Cate acknowledged the commitment and hard work of Board and thanks directors who are stepping down. Cate also thanked staff and volunteers.

Cate called for questions and none were put forward.

**Motion:** To accept the President's report.

**Moved:** Dominique Bougoure

**Second:** Leila Forde

**CARRIED** Yes

	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<b><i>Total</i></b>
<i>Poll</i>	31	0	0	<b>31</b>
<i>Proxies</i>	9	0	0	<b>9</b>
<b><i>TOTAL</i></b>	<b>40</b>	<b>0</b>	<b>0</b>	<b>40</b>

## 6. **Treasurer's Remarks** – Dominique Bougoure

Dominique provided an overview of ABA's financial statements which had been prepared and audited for the financial year ended 30 June 2024, and approved by the Board.

Key takeaways were:

- Overview provided of ABA's audited financial statements for FY24, approved by the Board.
- Consolidated results include ABA branches and NSO but exclude regions and groups.
- FY24 surplus: \$26,586 (prior year deficit: \$175,086).
- Revenue: \$4.58m (+\$361k from FY23), driven by increased grant funding (Department of Health [DoH]; for Helpline: \$2.4m, +\$300k).
- Membership revenue steady at \$342k (FY23: \$344k). Paid memberships declined by 196 (to 4017), slower than FY23 decline. Professional memberships decreased by 50 (to 496).
- Workshops/seminars revenue: \$372k (FY23: \$412k), primarily due to lack of NSW Health workshops.
- Breastfeeding Friendly Workplaces (BFW) revenue slightly up from FY23.

- Operating expenses decreased by \$86k, partly due to reallocating Helpline costs under grant funding.
- DoH review of Helpline service highlighted additional eligible costs and praised service quality.
- Strong financial position maintained with healthy cash reserves into FY25.

**Question asked by Ruth Berkowitz, “How successfully is the introductory membership translating into full membership? Percentage?”**

The current conversion rate is 2%. There are a large number of introductory members, currently 19,000, and we continue to determine the drivers of conversion. Intro membership helps ABA to understand the behaviours of people before they become members.

**Motion:** To accept the Statement of Income and Expenditure, Balance Sheet and reports of the Auditor of the Association for the period ended 30 June 2024.

**Moved:** Cate Uhe

**Second:** Leila Forde

**CARRIED** Yes

	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<b><i>Total</i></b>
<i>Poll</i>	35	0	0	<b>35</b>
<i>Proxies</i>	9	0	0	<b>9</b>
<b><i>TOTAL</i></b>	<b>44</b>	<b>0</b>	<b>0</b>	<b>44</b>

## 7. General Business – Special resolutions

Constitutional changes as recommended by the Board of Directors. Special Resolution 1 is to remove out-dated terminology ‘subscriber’ from the definitions section as this is no longer a category of member in line with the changes to the Constitution in 2010.

7.1 Special resolution 1:

Remove reference to the term ‘subscriber’ from clause 1.1 Definitions in the definition of Member and amend the definition

from:

means a member of the Association in accordance with the Corporations Act who has agreed in writing to abide by the Constitution. For the avoidance of doubt, a member does not include a Subscriber.

to:

means a member of the Association in accordance with the Corporations Act who has agreed in writing to abide by the Constitution.

Call for questions but none received.

**Motion:** To accept the changes to the constitution Special Resolution 1

**Moved:** Cate Uhe

**Second:** Dominique Bougoure

**CARRIED** Yes

	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<i>Total</i>
<i>Poll</i>	35	0	0	<b>35</b>
<i>Proxies</i>	9	0	0	<b>9</b>
<i>TOTAL</i>	44	0	0	<b>44</b>

Special Resolution 2 is to remove out-dated terminology 'subscription fee' and replace this with the term 'membership fee'.

7.2 Special Resolution 2:

Remove reference to the term 'subscription fee' and replace with 'membership fee' in:

- Table of Contents
- 5.1 b)
- 5.5 heading
- 5.5 a) twice
- 5.5 b)
- 5.5 c)
- 7.1 a) twice
- 7.4

Calls for questions but none received.

**Motion:** To accept the changes to the constitution Special Resolution 2

**Moved:** Cate Uhe

**Second:** Leila Forde

**CARRIED** Yes

	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<i>Total</i>
<i>Poll</i>	34	0	0	<b>34</b>
<i>Proxies</i>	9	0	0	<b>9</b>
<i>TOTAL</i>	43	0	0	<b>43</b>

### 7.3 Special Resolution 3:

Firstly, this resolution is to change the requirement for the branch president, so that they hold the Certificate IV in Breastfeeding Education or equivalent, as a core qualification rather than being an ABA breastfeeding counsellor or breastfeeding educator.

Secondly, it is increasing the period of time branch president may be appointed or elected to 'up to three years', this allows for more flexibility in determining the commitment for this role.

Change clause 13.1b)

from:

Each Branch, subject to the direction and oversight of the Board, will be led and administered by a Branch President. Unless the Board otherwise determines, the Branch President must be a qualified Breastfeeding Counsellor or Breastfeeding Educator. A Branch President will be elected by a majority of the relevant Branch members and the appointment of the person so elected will take effect upon the appointment being approved by the Board. Should there be no nomination for a Branch President, or a casual vacancy in the position of Branch President, the Board may appoint a person to the position of Branch President. Branch Presidents may be appointed or elected for up to two year terms, provided that no Branch President may hold office for more than six consecutive years.

to:

Each Branch, subject to the direction and oversight of the Board, will be led and administered by a Branch President. Unless the Board otherwise determines, the Branch President must hold the qualification of Certificate IV in Breastfeeding Education or equivalent. A Branch President will be elected by a majority of the relevant Branch members and the appointment of the person so elected will take effect upon the appointment being approved by the Board. Should there be no nomination for a Branch President, or a casual vacancy in the position of Branch President, the Board may appoint a person to the position of Branch President. Branch Presidents may be appointed or elected for up to three years, provided that no Branch President may hold office for more than six consecutive years.

Questions called for, two were received:

**Leanne Taylor** 7:43 PM "Does this mean that they could be a lactation consultant (equivalent qual) without having volunteered in ABA before becoming a BP?"

Cate answered: "No, as the certificate needs to be an ABA certification which gives them the knowledge and understanding of ABA, the term 'equivalent' relates to an internal qualification."

**Leanne Taylor** 7:45 PM "It doesn't say an equivalent ABA qualification- think this is unclear."

Cate answers that this terminology is used consistently throughout position descriptions and ABA documentation and the Board and believes it is well recognised as to what it means.

**Motion:** To accept the changes to the Constitution clause 13.1b) as outlined.

**Moved:** Cate Uhe

**Second: Dominique Bougoure**

**CARRIED: Yes**

	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<i>Total</i>
<i>Poll</i>	32	3	1	<b>36</b>
<i>Proxies</i>	9	0	0	<b>9</b>
<i>TOTAL</i>	41	3	1	<b>45</b>

**8. Presentation from Executive Officer, Victoria Marshall-Cerins and President, Cate Uhe on ABA's strategic and future directions.**

The President presented on the following:

- 2023 Strategic Plan is a 3-year plan and is due to finish in 2026
- During the upcoming year, we will review our priorities
- Planning will begin for Strategic Plan 2026-2030
- Consultation will include environment scanning, consultation and benchmarking
- 60 years is a great time to check that we are still relevant and our Code of Conduct and Code of Ethics are up to date for future direction.
- A review of the Code of Ethics and Code of Conduct will be undertaken in next year or so.

The Executive Officer on the following:

- Funding cycle for ABA's Helpline grant will possibly be shorter and we will find out before end of this calendar year rather than on budget night
- Department of Health and Aged Care have indicated their interest in working with us to co-design what the Helpline Service looks like for the next 4 years.
- A lot of work has been done around the local group 2030 vision. This will continue, including looking in more detail at the findings and needs analyses.
- Increased national coordination of breastfeeding education classes
- Online breast pump hire arriving next year via the ABA website.
- Beginning of work on ABA Local Groups Charter
- Diversification of income sources
- Further development to Mum2mum app to reach pregnant women earlier in journey
- Dedicated promotion of Friends of ABA Membership and Professional Membership
- Continuing promotion and expansion of our health, professional continuing education offerings.

**9. General Business**

9.1. Board received no questions on notice.

9.2. Questions from the floor – due to time constraints questions from the floor were not opened and attendees were encouraged to submit any questions via [feedback@breastfeeding.asn.au](mailto:feedback@breastfeeding.asn.au) or to attend a future Q&A webinar session.

No other business discussed.

#### **10. Meeting Close 8:10pm**

Cate thanked everyone for attendance and commented that it was great to see so many attend, and thanked everyone for their time and commitment.

DRAFT