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**Minutes – Special Board Meeting
Monday 16 September 2019
Video Conference**

1. Opening Prayer - Meeting opened at 9.33am. Prayers were led by Mr David Ford

2. Attendees: Mr David Ford (Chair), Mr Phil Crandon, Mr Ted Clarke,
Mr Gary Boyd.

Non-members: Mr Chris Nelson.

All participants were joined by Zoom video conference

Apologies: Bishop Murray Harvey, Mr John Adlington.

3. Business

The meeting was called to discuss the proposed Expanded Service Agreement (ESA) between AFGD and Anglican Funds South Australia (AFSA).

It was reported to the meeting that the majority of aspects of the proposed ESA between AFGD and AFSA have been resolved.

However, in negotiations on the drafting of the ESA that attempts have been made to modify the Limitation of Liability clause (Clause 19) to have AFSA liable for losses incurred by AFGD where AFGD relied upon guidance or service by AFSA that later proved to be unreliable. AFSA are standing upon their position that their liability should be limited to the extent of the fees received by AFSA.

A discussion was held which covered issues of the relationship between AFGD and AFSA, the potential risks, and the benefits of proceeding.

That the AFGD Board requests the Registrar to seek feedback from AFGD's insurer with regard to whether Clause 19 Limitation of Liability in the draft Expanded Services Agreement with Anglican Funds South Australia limits AFGD's insurance coverage.

Moved: Mr Ted Clarke

Seconded: Mr Phil Crandon

CARRIED

The AFGD Board while desiring amendments to Clause 19 Limitation of Liability agreed that the Agreement should be entered into for reasons including:

- All other aspects of the ESA are suitable;
- The liability in this case is similar to that where AFGD relied upon an employee for the same services and would not have been able to seek redress from the employee in a practical manner;
- Several attempts have been made to change AFSA's position without success;
- It is in AFSA's interest to provide good service to AFGD;
- The ESA arrangement with AFSA and potential developments of that arrangement are beneficial to AFGD; and
- No viable alternative is available.

That the AFGD Board recommends that the Corporate Trustees of the Diocese of Grafton approve and sign the proposed Expanded Services Agreement with Anglican Funds South Australia and draws the Corporate Trustees' attention to the wording of Clause 19 Limitation of Liability which is not as originally desired by the AFGD Board.

Moved: Mr Gary Boyd

Seconded: Mr Ted Clarke

CARRIED

4. Next Meeting:

26 September 2019

5. Meeting Close

The meeting closed with the saying of the Grace at 10.41am.

CONFIRMED as a true and correct record of proceedings of Anglican Funds Grafton Diocese Board special meeting of 16 September 2019.



Chair – David Ford