



Agenda Item 6 – ORDINARY RESOLUTION

Members of Merri Health and Banyule Community Health recently approved the merger of both organisations within the 'Merri Community Health Services Limited' company.

The adoption of a new Constitution for the company provides for reasonable remuneration to be paid to Board Directors for undertaking their duties as Directors. Prior to the new Constitution taking effect, Directors of the company were paid in line with the '*Victorian Government Appointment and Remuneration Guidelines – Schedule C*'.

These guidelines have been reviewed, and the Directors have formed the opinion that the organisation is more appropriately represented by Schedule B of these guidelines. Schedule B relates to significant industry bodies including medium size organisations undertaking one or more functions or providing a strategically important service. By contrast, Schedule C applies to 'small size organisations'.

The Directors recommend that remuneration be paid in line with the Schedule B, so as to ensure alignment with similar organisations, and to reflect the responsibilities and accountabilities inherent in managing the newly merged entity.

Ordinary Resolution:

That the Board remuneration be based on Schedule B (*Annual fee paying boards – Band B2*) of the '*Victorian Government Appointment and Remuneration Guidelines*' and that the Board be authorised to finalise payment arrangements and policies within this Band.