

# Institute of Professional Editors (IPEd)

## Minutes of the meeting of the Council

Saturday–Sunday, 12–13 April 2008, Canberra (commencing 10 am Saturday)

Venue: office of Wilton Hanford Hanover, NFF House, 14–16 Brisbane Avenue, Barton ACT 2600

### Participants

#### Councillors

Canberra	Virginia Wilton (VW)
New South Wales	Michael Lewis (ML)
Queensland	Robin Bennett (RB)
South Australia	Rosemary Luke (RL)
Tasmania	Janice Bird (JB)
Victoria	Rosemary Noble (RN)
Western Australia	Anne Surma (AS)

#### Secretary

Ed Highley (EH)

#### Accreditation Board Chair

Karen Disney (KD)

ITEM	SUBJECT	ACTION
1	<p><b>Elect chair, confirm agenda and record participants and apologies</b></p> <p>VW accepted nomination to chair the meeting.</p> <p>An apology was recorded from Janet Mackenzie, IPEd Liaison Officer.</p>	
2	<p><b>Confirmation of the minutes of the 25 November 2007 teleconference (previously distributed)</b></p> <p>The minutes of the previous meeting were confirmed without discussion.</p>	<p><b>Minutes to website (Secretary)</b></p>
3	<p><b>Business arising</b></p> <p>All matters considered at the previous meeting had been finalised.</p>	
4	<p><b>Recording and discussion of the registration of the Institute of Professional Editors Limited as a public company (Australian Company Number 129 335 217) limited by guarantee on 22 January 2008 (Attachment 1)</b></p> <p>The registration of the Institute as a company is duly recorded here.</p>	
5	<p><b>Discussion and resolution of tasks following registration</b></p>	
5.1	<p>Appointment of Honorary Treasurer (Constitution, clause 24)</p> <p>See item 5.7.</p>	
5.2	<p>Framing of budget and determination of member levy for 2008–09</p> <p>Cash on hand at the end of March was approximately \$7500.</p> <p>Following discussion, the following two motions were passed unanimously by the Council:</p> <ul style="list-style-type: none"> <li>• <i>That the annual levy for 2008–09 be set at \$20 per society member as at 31 May 2008</i></li> <li>• <i>That the levy be payable by 30 June 2008.</i></li> </ul>	<p><b>Councillors to inform society executives</b></p>

5.3	<p>Establishing a bank account</p> <p>See item 5.7.</p>	
5.4	<p>Determination of a duty statement and terms and conditions for, and mode of appointment of, the Company Secretary (Constitution, clause 22)</p> <p>The Council considered and revised a draft duty statement prepared by EH. The revised version is at Attachment 2.</p> <p>During discussion in the absence of EH, the Council determined to offer the position of interim Secretary to EH until the AGM, before which time the position will be advertised in a manner to be determined. Following discussion and agreement on terms and conditions, EH accepted the offer. The interim Secretary will be paid at an hourly rate of \$60 + GST, payable monthly on presentation of an invoice accompanied by a time sheet detailing tasks undertaken.</p>	<p><b>Secretary to write letter of appointment containing agreed terms and conditions for short-term contract position</b></p>
5.5	<p>Councillors' remuneration</p> <p>Discussion centred on reimbursement of the expenses incurred by Councillors and other participants in IPEd meetings. An existing policy and procedures statement on reimbursement of expenditure on meetings was reworked as 'Policy and procedures on costs of meetings' (see Attachment 3). The per diem fee for participation in meetings was set at \$30 until further notice.</p> <p>The following motion was passed unanimously:</p> <ul style="list-style-type: none"> <li>• <i>The 'Policy and procedures on costs of meetings' is accepted subject to sight of the amended document.</i></li> </ul>	<p><b>Councillors to confirm acceptance</b></p>
5.6	<p>Common Seal (Constitution, clause 23)</p> <p>It was agreed that a Common Seal was not needed.</p>	
5.7	<p>Other matters</p> <p>There was detailed discussion of the route to establishment of the modus operandi and a formal structure for IPEd's main entities—the Council, the working groups, the Accreditation Board and the Assessors Forum—this entailing the allocation of specific functions to individual Councillors (see end of this item).</p> <p>In line with the terminology of the Constitution it was agreed that working groups etc. would henceforth be known as committees of the Council.</p> <p>The Council determined that the functions formerly undertaken by the Liaison Officer should become part of the role of the Secretary, with Councillors and committees taking on specific functions in the communication and public relations arenas.</p> <p>It was agreed that, though there is no requirement for such in the Constitution, a Chairperson of Council should be appointed at each annual general meeting, and that the term of such appointment should be 12 months. The following motion was passed unanimously:</p> <ul style="list-style-type: none"> <li>• <i>That the Council appoint a Chairperson and an Honorary Treasurer for a period of 12 months at its meeting immediately after the AGM.</i></li> </ul>	<p><b>Secretary to inform Liaison Officer</b></p>



	<p>Each Councillor will prepare for the next meeting (see Item 12) a short issues paper on each of their topics, to be circulated at least a week beforehand. In general, agenda items requiring decisions should be presented with an accompanying paper that gives advance notice.</p> <p>It was agreed that standards matters were an AB function. VW noted that the Australian Institute of Company Directors (&lt;www.companydirectors.com.au&gt;) publishes information and runs courses that may be instructive to Councillors; Council might consider organising such a course. She opined that the main skills sets needed by Council at this point are accountancy and legal knowledge.</p>	<b>Councillors could usefully visit website</b>
<b>6</b>	<b>Report on Accreditation Board activities and progress</b>	
6.1	<p>General report from AB Chair</p> <p>KD tabled and spoke to an issues paper prepared for the meeting (Attachment 4). The Council commended the board on the remarkable progress made, particularly during the period of intense activity since the end of 2007.</p> <p>She noted that a letter of offer was needed from the Council to examination team members.</p>	<b>Secretary to follow up</b>
6.2	<p>AB budget (Attachment 5)</p> <p>Councillors noted the likely significant shortfall between revenue and costs for the first accreditation examination, and agreed, following due consideration albeit with some disappointment, that unless the examination could be at least cost neutral and preferably deliver a small surplus, it should be postponed until means by which this could be achieved were established. It was agreed that the budget for the exam needed to be subjected to detailed analysis to determine where costs could be cut, so that the exam could be offered at an acceptable fee without crippling IPed. There was some discussion of what might constitute a maximum acceptable fee, with some opinion that it might be higher than the \$400 currently enshrined in general thinking. As well as cutting costs, the need to attract more candidates was discussed, though RL made the enthusiastically supported suggestion that the numbers for the first examination be limited to 150. Councillors felt that this would have the benefits of potentially increasing the attractiveness of the exam and facilitating drafting of the budget for it. With the assistance of Bruce Hanford, who created appropriate Excel spreadsheets, work began on drafting a rigorous, revised budget for an exam for 150 candidates, and a broader business model for accreditation. This is a work in progress, but preliminary work at the meeting suggested that \$500 might be an achievable fee.</p> <p>The AB will issue a statement about the deferral of the first examination and the reasons for such. All Councillors are exhorted to promote the potential benefits of the postnominal 'AE' within and outside their constituencies and to encourage established editors to lead by example and sit the exam.</p>	<b>AB Chair and Councillors</b>
6.3	<p>IPed Secretary's duties in relation to accreditation</p> <p>It was agreed that the tasks listed for the Secretary in Guideline 6 of the AB were primarily clerical and could be undertaken by</p>	

	an administration assistant under the direction of the Council Secretary. The AB will advertise the position. VW remarked that use of an established secretarial/office services agency might be an option.	<b>AB Chair</b>
6.4	Funding for services (from Mike Purdy) to develop a pilot program for online exam options Discussion of this proposal was postponed until the hurdle of the first exam is cleared. It was noted that there might be some confusion between online and on-screen exam delivery vis-à-vis the wishes of potential candidates.	<b>AB Chair to inform Mike Purdy</b>
6.5	GST The Secretary is to investigate the obligations of IPEd in relation to GST.	<b>Secretary</b>
6.6	Cost of insurance RB tabled quotations for public liability insurance (Suncorp Metway Insurance Limited) and association liability insurance (Aon Risk Services Australia Limited) covering all IPEd activities.	<b>Accountant to advise Secretary and Treasurer</b>
6.7	IPEd livery design The Council will act on livery/corporate design matters.	<b>Secretary, JB</b>
7	<b>Website developments</b> EH reported that the website continues to improve in content and functionality. RL agreed to continue her website role on Council, and RN to continue in a support role	<b>RL and RN</b>
8	<b>Seed funding for IPEd national conferences (note from Victoria) (Attachment 6)</b> Council agreed to the procedure suggested by the Society of Editors (Victoria) for management of national conference seed fund and the Secretary will finalise with Liz Steele, the current president of the society, the two MOUs entailed.	<b>Secretary</b>
9	<b>The role of IPEd working groups – relationships between Council and groups (issue raised with AB by Pam Peters)</b> Council agreed that, as part of planning and policy development, the relationships between Council and its committees needed explication. A first step will be preparation of a short paper on the matter. The Secretary is to draft a response so informing Pam Peters.	<b>RN Secretary</b>
10	<b>Professional Editors Association (NSW) Inc. request for affiliation with IPEd (Attachment 7)</b> ML outlined what he saw as the dangers, to the Society of Editors (NSW) and IPEd, of having two Members from that state. (He further suggested that IPEd might play a mediating role between the two NSW associations.) It was noted, however, that PEA was not seeking membership, but rather information on the procedure for affiliation with IPEd. Since Council is unclear as to what might be meant by affiliation, which is not a term mentioned in the Constitution, the Secretary is to write to PEA seeking clarification of that group's understanding and intention.	<b>Secretary</b>

11	<p><b>Other business</b></p> <p>VW noted that a formal annual schedule was needed for meetings of Council, so that Councillors could plan for their attendance and concomitant tasks. She will prepare a paper for the next meeting.</p> <p>The following topics were identified as primary items for the Council's forward agenda:</p> <ul style="list-style-type: none"> <li>• risk management and strategic planning</li> <li>• operational plan and budget</li> <li>• accreditation matters</li> <li>• policy development</li> <li>• other sources of income, e.g. IP, training, conferences</li> <li>• recognising achievement in the profession.</li> </ul>	<p><b>Chair</b></p>
12	<p><b>Date of the next meeting</b></p> <p>The next Council meeting will be held 31 May–1 June 2008, in Adelaide; the primary business of the meeting will be to formulate and agree on a strategic plan for the operations of the Institute, which can form the basis for its operational planning and budgeting.</p> <p>Following the passage of a vote of thanks to Virginia Wilton for her accommodation and hospitality, and to Bruce Hanford for his invaluable business-planning help, the meeting closed at approximately 3.45 p.m. on 13 April.</p>	<p><b>SA Society to organise facilitator and venue</b></p>

{Signed}

.....

Virginia Wilton  
Chairperson

{Signed}

.....

Ed Highley  
Secretary

**ATTACHMENT 1**



**Certificate of Registration  
of a Company**

This is to certify that

**INSTITUTE OF PROFESSIONAL EDITORS LIMITED**

**Australian Company Number 129 335 217**

is a registered company under the Corporations Act 2001 and  
is taken to be registered in the Australian Capital Territory.

The company is **limited by guarantee**.

The company is a **public** company.

The day of commencement of registration is  
the **twenty-second day of January 2008**.

Issued by the  
Australian Securities and Investments Commission  
on this twenty-second day of January, 2008.

A handwritten signature in black ink, appearing to read 'AMDA'.

Anthony Michael D'Aloisio  
Chairman



CERTIFICATE

## **ATTACHMENT 2**

### **Duties of IPEd Secretary**

- Act as Company Secretary under the Corporations Law, administer the Company secretariat and be responsible to the Council in the discharge of their duties in all respects, as described in Clause 22 and other clauses and subclauses in the Constitution
- Receive mail, email messages and phone calls; respond to routine matters or forward to Councillors as appropriate
- Maintain, as appropriate, hard-copy or electronic records of all correspondence
- Under the direction of the Honorary Treasurer, deposit monies, maintain financial records and attend to financial transactions
- Attend to all aspects of the arrangement of Council meetings and teleconferences
- Prepare and circulate agenda and meeting papers, attend meetings and teleconferences, and take, circulate and amend minutes
- Prepare a monthly activity statement for Council, including details of hours spent on IPEd business
- Prepare a brief monthly report for members' newsletters and the website
- Provide support for the activities of the Accreditation Board (AB) administration assistant and liaise with the AB Chair as needed

[12.iv.2008]

## ATTACHMENT 3

# Institute of Professional Editors

## *Policy and procedures on costs of meetings*

Endorsed by the Council, 12 April 2008

### **1. Principles**

1.1 This policy covers IPEd Council and general meetings and meetings of its sub-committees such as the Accreditation Board and the Assessors Forum, including teleconferences.

1.2 Anyone incurring expenditure on behalf of IPEd will seek to minimise it. Thus, IPEd Councillors and other participants in meetings will choose low-cost airfares and inexpensive accommodation whenever it is possible and reasonable to do so. When a meeting participant anticipates incurring extraordinary costs they should clear these with the Council in advance. The acceptance or otherwise of these costs will be at the discretion of the Council.

### **2. Reimbursement for participation in IPEd meetings**

2.1 IPEd will reimburse costs for each Councillor, the Secretary and for invited participants in Council meetings, and for one participant per society in other meetings. Societies are welcome to send an extra participant for familiarisation or changeover, but they must meet the extra costs.

2.2 Societies must give advance notice to the Secretary of the names of delegates participating in IPEd meetings.

### **3. Convening IPEd meetings**

3.1 Meetings of sub-committees are convened with the approval of the Council.

3.2 Sub-committees are expected to contain their meeting costs within their budgets as allocated by the Council.

### **4. Participants' costs**

4.1 IPEd will reimburse interstate participants' transport and related costs for travel to and from Council, general and sub-committee meetings, unless such meetings coincide with national conferences. IPEd will not reimburse the transport costs of participants of the host society.

4.2 IPEd will pay a per diem fee to interstate participants to cover other out-of-pocket expenses. The Council will determine the amount of the fee from time to time.

4.3 Where a meeting lasts for more than one day and does not coincide with a national conference, IPEd will reimburse the cost of delegates' accommodation.

**5. Convenors' and host society costs**

IPEd will reimburse the costs of hiring a venue and of meals and snacks provided during meetings.

**6. Procedures**

6.1 All claims for reimbursement of approved expenditure must be made within fourteen days of the meeting on the appropriate form (Attachment A), accompanied by receipts or supporting documents.

6.2 The per diem fee may be claimed on the form in Attachment A; no supporting documents are required.

## ATTACHMENT 4

### IPEd Accreditation Board

#### *Issues paper*

12–13 April 2008

#### **1 Current situation**

**Date for exam: Saturday 26 July, pm**

**Exam development team:**

- Lead Developer/Writer: TBA: Meryl Potter/Shelley Kenigsberg?
- Reviewers: Stephanie Holt, Janet Salisbury,
- Exam Coordinator: Alan Ernst

**Documents issued:**

- Preliminary announcement
- CredAbility 7
- Call to societies to seek venues, invigilators; publicise exam; provide workshops

**Documents drafted:**

- Procedures Manual
- Guidelines for Candidates
- Q&A for website
- Application form
- Confidentiality agreement
- CredAbility 8
- Update to IPEd website text

**Issues:**

- Budget approval – exam fee
- Contractual relationships: appointments, insurance, GST
- Secretary to take applications

#### **2 Budget**

- Need 200 applicants to lower the fee; fee over \$400 may be a deterrent
- Options for pruning, sharing costs
- Additional funding sources

#### **3 Contractual relationship**

- Contracts/appointments
- Payments of invoices/GST
- Insurance
- Certificates

#### **5 Secretary**

- Clerical role, 10 hours per week?
- Postal address

#### **6 Pursuit of online delivery option with Mike Purdy**

- Preliminary investigations
- Advance funding

#### **7 Branding**

- AB needs to follow IPEd's lead in its publications

Karen Disney  
0413 156 194

## ATTACHMENT 5

### Revised AB draft budget

**Income** (est.) = \$400/ \$480 x 150 = \$60 000/\$72 000  
= \$400/\$480 x 200 = \$80 000/\$96 000

#### **IPEd contribution**

Insurance = \$4859.38

Audit = \$1000 (TBC in Canberra)

Part-time Secretary = \$15 000 ??? (TBC in Canberra)

Office space = ?? (TBC in Canberra)

#### **AB expenses**

##### **2008**

AB teleconferences (9 x 1 hr, 3 x 2 hrs) = \$2550

☺ **AB teleconferences in coming financial year (1 x 1 hr, 3 x 2 hrs) = \$1190**

AB face-to-face meeting = \$5000

AF teleconferences = \$1200

Exam developer = \$2500

Exam reviewers (3 @\$1000) = \$3000

Exam coordinator = \$2000

Exam advertising (exams 1 and 2) = \$200

Hard-copy guidelines to applicants = \$1000

Exam photocopying = \$300

Venue hire (\$150 x 6 plus \$300 x 1) = \$1200

Invigilators (\$100 x 14) = \$1400

Sundries (paper, pencils) = \$350

Exam 1: Assessors moderation meeting (26 x \$600) = \$15 600

Exam 1: Marking of 106 papers @ \$200 ea. = \$21 200

☺ **If 200 candidates sit for the exam, marking of 156 papers @ \$200 ea. = \$31 200**

Remarking of 15 papers (est. 10% of total) @ \$200 ea. = \$3000

Postage, stationery, couriers = \$2000

Phone calls = \$200

Web system/IT = (TBC)

Accred. Certificates – design and printing = \$1100

☺ **Payment to Mike Purdy for online exam trial = \$3300**

Contingency (10 %) = \$8210

**TOTAL EXPENDITURE 2008 = \$90 310 or \$100 310**  
**(Exam 1 only – includes PT Secretary, @ 150 and 200 candidates)**

## **2009**

Exam 2: Exam development team plus Exam Coordinator = \$7500

Exam 2: Assessors moderation meeting (30 x \$600) = \$18 000

Exam 2: Marking of 100 papers (est. only) @ \$200 ea = \$20 000

Exam 2: Remarking of 10 papers @ \$200 (est. only, 10%) = \$2000

☺ **Exam 2 – cost of online delivery = \$6562 ??**

**(This is a guess, based on Mike's email estimate and allowing for 30 hours of customising.)**

➔ Exam 2: Advertising = \$200 (online and hard copy)

Exam 2: Guidelines = \$400

Exam 2: Exam photocopying = \$200

Exam 2: Hire of venues = \$1200

Exam 2: Payment of invigilators = \$1400

Exam 2: Sundries = \$130

Exam 2: Postage, stationery, couriers = \$1320

☺ **Exam 2: Ditto = \$400 (online exam)**

AB teleconferences (3 x 2 hours, 3 x 1 hour) = \$1530

AF teleconferences = \$1200

☺ **Contingency @ 10% = \$5739 (online exam)**

☺ **Contingency @ 10% = \$5508 (hard copy exam)**

☺ **TOTAL EXPENDITURE FOR 2009 = \$63 131 (online exam)**

☺ **TOTAL EXPENDITURE FOR 2009 = \$60 588 (hard copy exam)**

## ATTACHMENT 6

### Seed funding – IPEd National conferences

In October 2006, the Society of Editors (Vic.) Inc. and Society of Editors (Tas.) Inc. signed a memorandum of understanding (MOU) about a ‘seeding loan’ of \$2,000 to assist the Tasmanian society in holding the 2007 IPEd conference. This MOU committed the Victorian society to pay the amount to the Tasmanian society as soon as the document was signed, and the Tasmanian society to on-pay the amount to the Society of Editors (SA) as host of the 2009 conference, should the 2007 conference achieve a surplus. Both of these transactions have been completed.

The MOU describes the arrangement as a ‘loan’, which it was from the point of view of the conference host. However, the committee of the Victorian society understands that, at the time the arrangement was proposed and agreed by CASE committee members, the intention of Victoria’s representatives was to make a grant of the loan amount to a fund to be used to provide a seeding loan to each successive IPEd conference host. If this intention was not made explicit during the discussions among CASE committee members, past and present committee members of the Victorian society now wish to confirm it.

However, the terms and conditions of the MOU signed in 2006 do not bind parties other than the Victorian and Tasmanian societies, and, by inference, the South Australian society. It is the opinion of the committee of the Victorian society that formal, ongoing arrangements should be put in place to regulate the handling of the seeding fund for IPEd conferences; and that IPEd, as soon as it is legally capable, should administer the ongoing arrangements. Consequently, we attach two draft documents:

- an MOU between the Society of Editors (Vic.) Inc. and IPEd, passing the ownership and administration of the seeding funds to IPEd for continuing use by each national conference host
- an MOU to be executed by IPEd and the South Australian society, acknowledging that the latter has received the funds and will repay them to IPEd as soon as the accounts for the 2009 conference are finalised.

Memorandum of understanding  
**between**  
Society of Editors (Vic.) Inc.  
**and**  
Institute of Professional Editors

**Purpose**

The Institute of Professional Editors (IPEd) presents a national editors conference approximately every two years, the conferences being hosted in turn by the societies of editors of each state and territory. To assist the host society to hold the conference, IPEd will provide a seeding loan. This loan is to be repaid to IPEd, provided that the conference makes a surplus. IPEd will then lend the funds to the next conference host society, and so on.

**Background**

The Society of Editors (Vic.) Inc. provided the initial seeding loan of \$2,000 to the Tasmanian society, host of the 2007 IPEd conference, sourcing the loan from the surplus Victoria achieved from the 2005 conference. These funds have since been paid on by the Tasmanian society to the Society of Editors (SA) as host of the 2009 IPEd conference.

The Society of Editors (Vic.) Inc. now wishes to transfer ownership and administration of the seeding loan funds to IPEd.

**Grant agreement**

It is agreed that:

- The Society of Editors (Vic.) Inc. grants the \$2,000 used for the seeding loan to IPEd conference hosts to IPEd as at the effective date of this memorandum.
- In consideration of this grant, IPEd takes over responsibility for managing the funds and will continue to use the funds to make and administer seeding loans to each IPEd conference host.
- The funds are currently held by the Society of Editors (SA), having been paid to them as hosts of the 2009 IPEd conference prior to the execution of this memorandum.
- IPEd will execute a loan agreement with the South Australian society, and will then administer that arrangement and all subsequent arrangements with subsequent IPEd conference hosts.

**Effective date**

This memorandum of understanding is effective as of the date it is signed by both parties.

**Agreed to by:**

\_\_\_\_\_  
Renée Otmar  
President, Society of Editors (Vic.) Inc.

\_\_\_\_\_  
<name>  
President, Institute of Professional Editors

Date: \_\_\_\_\_

\_\_\_\_\_

Memorandum of understanding  
**between**  
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**and**  
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**Purpose**

The Institute of Professional Editors (IPEd) presents a national editors conference approximately every two years, the conferences being hosted in turn by the societies of editors of each state and territory. To assist the host society to hold the conference, IPEd will provide a seeding loan. This loan is to be repaid to IPEd, provided that the conference makes a surplus. IPEd will then lend the funds to the next conference host society, and so on.

**Loan agreement**

It is agreed that:

- In June 2007, the Society of Editors (SA) Inc., as host of the 2009 IPEd conference, received a cheque for \$2,000 from the Society of Editors (Tas.) Inc., being the on-payment of the IPEd conference seeding loan made by the Society of Editors (Vic.) Inc.
- The Victorian society has since made a grant of the \$2,000, represented by the seeding loan, to IPEd to provide a fund for the ongoing seeding loans to each successive IPEd conference host society.
- The Society of Editors (SA) Inc. acknowledges that the seeding loan of \$2,000 it now holds is owed to IPEd and is to be repaid to IPEd, provided that the South Australian society achieves a surplus from holding the 2009 conference.
- Should the surplus achieved from the 2009 conference be less than \$2,000, or the conference be cancelled, the amount to be repaid will be determined through consultation between the South Australian society and IPEd, but should not be less than the actual surplus achieved.
- The repayment is to be made as soon as accounts for the 2009 conference are finalised or in any case no later than sixty days after the end of the conference.

**Effective date**

This memorandum of understanding is effective as of the date it is signed by both parties.

**Agreed to by:**

\_\_\_\_\_  
<name>  
President, Institute of Professional Editors

\_\_\_\_\_  
<Name>  
President, Society of Editors (SA) Inc.

Date: \_\_\_\_\_

\_\_\_\_\_

## **ATTACHMENT 7**

Professional Editors Association (NSW) Inc. request for affiliation with IPEd