



ROWING NEW SOUTH WALES INC

BOARD MEETING

Royal Sydney Yacht Squadron, Kirribilli
Wednesday 20 July 2011 at 6:45pm

MINUTES

Attendees: Norma Perry (President) Bryan Weir (Deputy President), Ivan Adlam, Stephen Handley, Chris Noel, Greg James QC Bronwen Watson, Andrew Gannon and Christian Renford (CEO)

Apologies: Joe Zammit

Visitors:

1. Welcome

N Perry welcomed all to the meeting of Rowing New South Wales Inc.

2. Confirmation of Minutes and Business Arising

2.1 Previous Meetings Minutes

Motion: To accept the minutes of the 15 June NSWRA Board Meeting as true and accurate record of the meeting.

Moved: B Weir Seconded: S Handley

Motion Carried

2.2 Business Arising

The CEO tabled the Board action sheet.

The President and CEO provided a verbal update on the status of pending items to be actioned from previous minutes.

S Handley expressed concern about an apparent breach of sensitive and confidential information from past Board meetings. N Perry reminded the meeting that all information of the organisation acquired and discussed at Board meetings must be not to be disclosed to any third party except where that disclosure is authorised by the chairperson or required by law or a regulatory body.

3 CEO Update

3.1 CEO Report

The CEO report for July was tabled. This report summarised the activities of RNSW programs and initiatives from the period 10 June to 15 July 2011. The CEO spoke to the following sections of the Report:

a) Youth Cup (NSW Team)

- The NSW finished second in the overall pointscore to New Zealand for the second year running. NSW was again the leading Australian state, 23 points ahead of third placed Victoria. This was the best a New South Wales team has performed at this competition for some time, and a vast improvement on the 6th place in 2009.
- The Competition Commission has met and reviewed the results of the 2011 Youth Cup Campaign, and commenced preparation for 2012.

	Pointscore							Placings		
	2011	2010	2009					2011	2010	2009
NSW	103	82	71	1st	8 Points		NSW	2nd	2nd	6th
NZ	123	121	77	2nd	7 Points		NZ	1st	1st	4th
ACT	33	40	44	3rd	6 Points		ACT	8th	8th	7th
QLD	47	80	97	4th	5 Points		QLD	7th	3rd	1st
VIC	81	65	84	5th	4 Points		VIC	3rd	5th	3rd
TAS	64	57	40	6th	3 Points		TAS	5th	6th	8th
SA	55	54	75	7th	2 Points		SA	6th	7th	5th
WA	70	77	88	8th	1 Point		WA	4th	4th	2nd

b) Youth Cup (Event Management)

- RNSW in conjunction with Rowing Australia hosted the 2011 Australian Youth Cup Regatta at the Sydney International Regatta Centre from 8-10 July 2011. This regatta was conducted in conjunction with the U/23 and Adaptive Australian Rowing Teams pre-departure camps.
- With the assistance of Rowing Australia, the regatta was successfully managed by B Morley, receiving favourable feedback from all competing teams
- Prior to the regatta, RNSW expressed concerns about the level of support RNSW is required to provide the event compared to other states, particularly the requirement to provide a full boat fleet for the WA and NZ teams (partial fleet for Vanuatu). The CEO informed RA it was not prepared to host the event in 2012 under the present arrangements, and RA should reconsider rotating the event amongst states once again
- These concerns were raised at the RA Mid Year Council meeting and again with team managers at the event. All States agreed to bring boats to contribute to the NZ and WA fleet requirements as allocated.

B. Australian Junior and U/23 Fundraising Activities

- Over 440 people attended the Hilton Hotel on Sunday 26 June
- The evening aimed to raise the \$7,500 seat fee for the 15 NSW athletes on the Australian Junior and U/23 Teams. NSWIS contributed \$750 per athlete (totalling \$11,250) and the ER Bromley Trust contributed \$1,700 per athlete based in Australia (totalling over \$24,800)
- RNSW paid the \$7500 / \$3,750 seat fee on behalf of all NSW athletes
- Less expenditure, the dinner raised \$82,300.02. As the full fundraising target was not reached this year, each athlete was required to pay the deficit of \$1,548.27 each (\$774.14 for US based athletes)

- c) National Insurance Program
- Significant savings have been realised by NSW clubs that have chosen to take advantage of the National Insurance Program.
 - RNSW are aware of approximately 15% of clubs seeking comparable quotes from Willis. RNSW have estimated that savings reached to date by NSW clubs total approx \$25,000. Should all clubs take up the Willis program savings realised from the RNSW community could total \$100,000+
 - MRC provided a testimonial to clubs on the benefits of the scheme. It is probable that clubs are saving approx 20-25% on their premiums for marine hulls alone.
 - RNSW have congratulated Rowing Australia for the successful introduction of this national program
- d) Regatta Commission
- Rowing NSW have called for nominations for the two remaining Board Appointee positions from individuals in the rowing community who have a demonstrated ability in regatta planning and management and would like contribute to this key Commission within the Association.
 - Nominations (duly proposed by a constituent member and signed by the nominee) for the above positions, are to be lodged with Rowing NSW by 5:00pm Wednesday 3 August 2011, and will be tabled at the next Board meeting for discussion.

3.2 Finance Report

The CEO presented a detailed report on the management of accounts to 30 June 2011 and highlighted the following items within each business unit:

- i. Administration – Administration income is up under Grants & Sponsorships by \$10,000 taken up from Illawarra Rowing Club Term Deposit and cheque account income. A corresponding expense line will be included in 2011-2012 budget to reinvest in the IRC. Admin expenses up in June by accrual of the 2009 and 2010 auditors fees.
 - ii. Operations – \$141,969 income has been accounted for in Annual Events (Junior and Under 23 Fundraiser) with corresponding expenses of \$141,969.
 - iii. Development –Income under State Team resultant from the payment of seat fees by NSW Youth Cup athletes and \$5,000 donation from the LE Steptoe Trust
- The audit of the 2010/11 financial year has commenced and will be completed by mid August 2011. YTD estimate is slightly ahead of budget forecast.

C Noel noted that retained earnings for Rowing NSW are approx 3% of annual turnover, and requested that the Board consider if 3% is sufficient for future requirements and goals of the Association. This issue will be incorporated in the strategic review process: refer item 4.5

Action 1 – CEO to table a Balance Sheet summary with monthly Finance Reports
Action 2 – CEO to table financial outcome of the U19 and U23 fundraising dinner for 2010 and 2011

Motion: To accept the June Finance Report as presented.

Moved: I Adlam Seconded: G James

Motion Carried

4 Board Matters

4.1 Restructure of Rowing New South Wales

The Board noted that the restructuring proposal which had been submitted to the Special General Meeting of Members of Rowing New South Wales Inc ("RNSW") on 22 June 2011 had been passed by the requisite majorities and that all conditions required to be satisfied for those resolutions to become effective (including the execution of the Deed of Transfer) had been satisfied. Accordingly, with effect from midnight on 30 June 2011:

- a) RNSW acquired all of the assets and undertaking of The New South Wales Rowing Association;
- b) the constitution of RNSW was amended in accordance with Resolution 1 passed at the Special General Meeting held on 22 June 2011;
- c) the office bearers and directors of RNSW were:

<u>Name</u>	<u>Position</u>
Norma Perry	President
Bryan Weir	Vice President
Ivan Adlam	Finance Director
Stephen Handley	Director
Greg James	Director
Chris Noel	Director
Bronwyn Watson	Director
Joe Zammit	Director

with a further director to be appointed by the Board as soon as practicable in accordance with the provisions in the Constitution relating to the filling of casual vacancies.

- d) the transitional provisions set out in Clauses 66 to 71 of the Constitution became effective.

It was resolved:

1. that the current Public Officer of RNSW (Christian Renford) be asked to resign as Public Officer and that Bryan Weir be appointed as Public Officer in his place;
2. that the CEO be appointed as the Secretary of RNSW;
3. that the CEO take all steps necessary to complete the transfer of assets to RNSW from The New South Wales Rowing Association in accordance with the Deed of Transfer as quickly as practicable;
4. that the CEO take all steps necessary to register the amendments to the constitution of RNSW with the Department of Fair Trading;
5. that the CEO establish and maintain a register of committee members in accordance with Section 29 of the Associations Incorporation Act 2009;
6. that the Finance Director arrange for the appointment of an auditor as soon as practicable;
7. that each of the President, Vice President, Finance Director and CEO are authorised to enter into and sign all contracts and legally binding arrangements and commitments which are within the normal day to day activities of RNSW;
8. that entry into (and execution of) contracts and arrangements falling outside the scope of the Resolution referred to above be subject to Board approval; and

9. that Andrew Gannon be appointed as an additional director of RNSW in accordance with Resolution 5 passed at the Special General Meeting held on 22 June 2011.

Motion: To accept the resolutions as tabled.

Moved: B Weir Seconded: G James

Motion Carried

4.2 Matters Resultant From The Adoption Of The New Constitution

Following the adoption of the new Constitution, N Perry noted there are four areas of operation which needs the Boards attention:

a) Director's Appointment Letters

The CEO tabled letters of appointment to act as a Director of Rowing New South Wales Inc and conflict of interest disclosure form. Appointment letters and disclosure forms were signed by all members present.

b) By Laws

By definition the By-Laws are the rules governing the internal affairs of an organisation. The By-Laws in place require a thorough review as many sections do not reflect the current structure or environment and many of these powers already reside in the new Constitution

The meeting resolved to form a Sub-Committee of the Board to review the By-Laws and make recommendation to the Board for a clearer communication of these important matters by the next Board Meeting. Subcommittee to comprise:

- i. Bryan Weir
- ii. Chris Noel

Motion: to appoint B Weir and C Noel to review the By-Laws and make recommendation to the Board at the August Board meeting

Moved: N Perry Seconded: G James

Motion Carried

Action – C Noel and B Weir

c) Communications Program

The Constitution requires the holding of the Annual General Meeting and then provides that the Board may, whenever it thinks fit, convene a general meeting of the Association. N Perry noted that concerns were raised at the June General Meeting that the voice of the members had been lost due to the removal of these meetings.

N Perry proposed a communications program for specific target audiences to replace the former General Meeting (February, April and June)

Target Audience	Host of Meeting	Frequency
Presidents and representatives of Constituent members	Board	<ul style="list-style-type: none"> • March – strategy and directions • September – present results at the AGM
Captains of constituent members, BRO's and Schools	Regatta Commission	<ul style="list-style-type: none"> • August – analysis of seasonal statistics and strategy for the following year • June – Regatta Commission

NSWIS and Elite Coaches	Competition Commission	<ul style="list-style-type: none"> • Monthly Meetings
Treasurers / bursars of constituent members and schools	Finance and Audit Committee	<ul style="list-style-type: none"> • April – presentation of draft budget including proposals for changes to subscription levies and affiliation fees
Registered Members	Office	<ul style="list-style-type: none"> • Daily – Website • Weekly – Enews

N Perry indicated that the advantage of the old General Meeting format was that of voting which clarified and finalised the views of the meeting. Each host of meetings would need to establish a process that would achieve their required outcome whether it be informational, a forum for discussion, or development of consensus.

Motion: to accept the communications program as tabled.

Moved: B Weir Seconded: C Noel

Motion Carried

d) Commissions and Committees

N Perry tabled the current commission and committee structure as at 30 September. The meeting reconfirmed the requirement that each Board member be allocated a portfolio to report to the Board.

Review of the existing Commission and Committee structure, and Board member shall be considered at the Board Strategic Planning meetings. This issue will be incorporated in the strategic review process: refer item 4.5

4.3 Membership Growth Strategy

Presently membership of RNSW focuses primarily on members right to compete in RNSW regattas. Section 11 of the RNSW Constitution has introduced a new non-competitive membership category.

The CEO noted that with the relative stagnation of competitive membership categories, non-competitive membership categories offer the greater likelihood for immediate growth. The CEO updated the meeting on the status of the membership growth strategy for non-competitive membership categories:

- Upgraded membership packs including a colour brochure explaining and promoting non-competitive categories
- Incentive program for clubs and schools to encourage the promotion of recreational and supporting memberships
- Introduction of a 3 month recreational membership category
- Creation of a members benefits scheme
- Alignment of membership of RNSW with the provision of inclusive personal accident insurance. This fee is no longer passed on to the individual or the clubs.

C Noel requested that target numbers for both competitive and non-competitive membership categories be identified.

Action – CEO to circulate to the Board.

4.4 Hunter Rowing Club – Name Change

The CEO tabled a letter from Hunter Rowing Club indicating that at a special general meeting of Hunter Rowing Club on 7th of May 2011 a motion was passed by a majority vote of the members present that the name of the club (Hunter Rowing Club) be changed to Lake Macquarie Rowing Club Incorporated.

The Board confirmed their endorsement of the name change from Hunter Rowing Club to Lake Macquarie Rowing Club Incorporated.

4.5 Board Strategic Planning

In November 2008 the NSWRA Board conducted a review to discuss the strategic priorities of NSWRA for the coming year. This review included identification and agreement upon Board and CEO KPI's; structure; staffing; regatta concepts; boat race officials; and the constitution.

In May 2010 the Board endorsed a revised 2010-12 strategic plan developed by the CEO. Working towards the objectives in the 2010-12 strategic plan, the Board considered the process for assessing the existing plan and consideration of the steps to be undertaken in the creation of the 2013-16 Strategic Plan:

- 7 September review current plan and preliminary considerations
- October detail and scorecard
- November Overview and finalisation

The meeting agreed that A Gannon would facilitate the strategic planning process above. All Board members are requested to submit their assessment of the current strategic plan and items for consideration in the September meeting

Action – Board

The meeting noted that constituent member voting entitlements and club affiliation fees and levies has been an issue raised by the membership for Board consideration and will be incorporated in the strategic review process.

5 **General Business**

5.1 Patron Members

The meeting noted that this membership category is no longer available, The meeting reconfirmed that any obligation or liability with respect to the payment of membership fees of Patron Members prior to 30 June 2011 will be honoured by Rowing NSW.

Motion: that any obligation or liability with respect to the payment of membership fees of Patron Members prior to 30 June 2011 will be honoured by Rowing NSW.

Moved: C Noel Seconded: G James

Motion Carried

The CEO confirmed that existing Patron Members renewal is automatic via RowingManager and Patron Members only need to supply updated contacted details or submit a club transfer application if/when applicable.

Action – CEO to table a register of all Patron members as at 30 June 2011 at the August Board meeting

5.2 President Resignation

Due to increasing work and family commitments, N Perry tendered her resignation as President of Rowing New South Wales effective at the conclusion of the July Board Meeting. N Perry expressed her appreciation of working with Board members, staff and volunteers who have built up the Association for the future and have given themselves generously for the common good of rowers in Australia.

B Weir congratulated N Perry on her outstanding contribution to the Board since 2004, and President since February 2010 leaving at a time of unparalleled stability and strength a solid financial position.

Meeting closed - 8:55pm

Next Meeting – 17 August 2011 @ 6:30pm - Royal Sydney Yacht Squadron, Kirribilli