

**MINUTES - BOARD OF MANAGEMENT MEETING
Saturday, 17 August 2019
Held at the Little Athletics NSW office, Harris Park**

Meeting opened at 9:08am.

1. ATTENDANCE / APOLOGIES

Attendance: Craig Scott (Chair), Melissa Chandler, Tim Jessup, Simon Nicola, Glen Taylor,
Kerry O'Keefe (CEO)

Apologies: Mavis Godber, Heather Mitchell

Craig welcomed Melissa Chandler to the Board and congratulated Tim Jessup and Glen Taylor on being re-elected, noting that Tim was joining the Board for the first time as an Elected Director, having previously been an Appointed Director.

2. REPORT OF THE PREVIOUS MEETING

Moved Simon Nicola, seconded Glen Taylor, "that the minutes of the Board Meeting held on Wednesday, 10 July 2019 were a true and accurate record".

CARRIED

3. BUSINESS ARISING

Items of business arising will be raised with the appropriate agenda items throughout the meeting.

4. CONFLICT OF INTEREST

No conflicts of interest were declared relative to business on the agenda.

Glen Taylor advised a change in circumstances and that the relevant "Declaration of Interest" documentation had been updated accordingly.

Melissa Chandler provided the necessary "Declaration of Interest" documentation.

5. STRATEGY AND PLANNING

Discussion took place regarding the best way for the Board to be able to interact with the membership in order to obtain feedback and views regarding what is happening at grassroots level, noting that this would need to occur in a way that does not undermine or compromise the work of staff. It was suggested that Kerry liaise with staff at the next staff meeting to seek their views on the potential opportunities for Directors to seek membership feedback.

6. ITEMS FOR UPDATE OR DISCUSSION

i. Financial Matters

Financial Reports

The July financial reports were reviewed and discussed. It was noted that the profit and loss was currently tracking ahead of budget. The Chair of the FAC (Finance and Audit Committee), Glen Taylor, provided comment in relation to a few specific items where the actual figures differed significantly to the budget figures.

It was agreed that, in future, current balance sheet figures should be compared to the prior year. Kerry O'Keefe will follow up with Temora LAC regarding aged receivables.

Bank Account Signatories

The FAC reviewed current bank signatory arrangements and proposed that the signatories on all bank accounts should be amended to the Chair of the Board; the Chair of the Finance and Audit Committee; the Chief Executive Officer; and the Operations and Administration Manager.

Moved Glen Taylor, seconded Tim Jessup, "That the signatories on all bank accounts to be the Chair of the Board; the Chair of the Finance and Audit Committee; the Chief Executive Officer; and the Operations and Administration Manager".

CARRIED

Should a bank signatory cease to hold one of these positions, the bank signatories are to be updated immediately. Bank signatories are to be reviewed and updated in August each year in line with the appointment of the Chair of the Board and the Chair of the Finance and Audit Committee.

It was also agreed that the Bookkeeper should have online access to bank accounts for the purpose of viewing transactions, obtaining bank statements, setting up payments and other day to day operational requirements, but shall not have any authorisation approval.

Delegations Matrix

It was recommended the following changes be made to the Delegations Matrix: -

- Item 2.2 (e) - Approve purchase orders and authorise payment of invoices outside approved budget and below \$2K - change from Category 3 to 2.
- Item 2.2 (g) - Approve purchase orders and authorise payment of invoices outside approved budget and over \$5K - Category missing should be 1.
- Item 3.2 - Sign cheques or authorise electronic funds transfer payments from bank account (for less than \$10,000.00) - delete 'accountant' from the comments.
- Item 3.2 - Sign cheques or authorise electronic funds transfer payments from bank account (for \$10,000.00 and above) - change comments to Chief Executive Officer and one director.
- Item 3.3 - Authorise payroll electronic funds transfer (for individual payments in excess of \$20,000.00) - change comments to Chief Executive Officer, Chair of the Board or FAC Chair.
- Add note to the bottom of page 5, Section 3 - Banking and Investments - "All Category 3 delegations in this section refer to the Operations and Administration Manager."

Moved Glen Taylor, seconded Simon Nicola, "That the above changes be made to the Delegations Matrix".

CARRIED

Cash Management

In line with the requirements of the Risk Appetite Statement, all term deposits with ING have been closed upon maturity. The CEO has contacted major banks regarding current interest rates

for term deposits and investments. She will continue to liaise with the FAC Chair to prepare a recommendation for investment of cash funds.

The FAC Chair is preparing a Cash Management Policy for consideration by the FAC and Board, with regards to the use of cash reserves going forward.

Harris Park Office

We are still awaiting a written technical report from Tyrrells, following their inspection of the Harris Park buildings. Once in receipt of this document a recommendation can be made regarding the way forward with regards to necessary repairs and maintenance work. The CEO is to arrange contact with Tyrrells to follow-up on the report.

Trans Tasman

The Trans Tasman Committee will provide a budget for the tour in January 2020 prior to the next Board meeting. The minutes of all Trans Tasman Committee meetings will also be made available to the Board.

ii. **Governance**

Company Secretary

Current company secretary, Russell Briggs, did not stand for re-election to the Board. Following discussion it was agreed that the Company Secretary should be a current Director.

Moved Glen Taylor, seconded Simon Nicola, "That Tim Jessup be endorsed as the Company Secretary to replace Russell Briggs and that ASIC (Australian Securities and Investments Commission) be advised accordingly".

CARRIED

Board Skills Matrix and Appointed Director Position(s)

Given the change in make-up of Directors following the Annual General Meeting it was agreed that the Board skills matrix be updated to identify any skill gaps. Should any such gaps be identified consideration will be given as to whether to seek a suitably qualified person(s) for appointment to the Board to fill these gaps.

Regulation Reviews

a) Regulation 1 - Registration of Competitive Members

Regulation 2 - Register of Individual Members

Tim Jessup presented proposed changes to Regulations 1 and 2 that would correct and align dates relating to the membership years for competitive and individual members.

Moved Tim Jessup, seconded Simon Nicola "that the recommended changes to Regulation 1 and Regulation 2 be endorsed for implementation effective from 1 October 2019."

CARRIED

b) Regulation 10 - Zone and Region Structure

It was noted that, due to a recommended review into the structure of zones and regions, Regulation 10 is yet to be amended. Changes are now required for Regulation 10 to be consistent with other regulations and reflect the change of registration to a company limited by guarantee. Kerry O'Keefe will make the required changes to Regulation 10, for approval at the next Board meeting. Any further changes can be considered at the end of the review.

Constitution Review

It was noted that the previously proposed changes to the Constitution, held over from this year's AGM (Annual General Meeting) due to not meeting the timeframe for lodging a notice of motion, now need to be considered and endorsed for the 2020 AGM. Kerry O'Keefe will recirculate a copy of the proposed changes prior to the next board meeting.

JWP (Joint Working Party)

A JWP meeting took place on 30 July 2019. The presentations previously given by Simon Haire, from Xypher Pty Ltd, on the Facilities Strategy and SportsEye software package, and Juanita Weissensteiner, from the NSW Office of Sport, along with Participation Coordinator, Sarah Skidmore on the FTEM (Foundation/Talent/Elite/Mastery) pathway project were discussed and reviewed. It was noted that both presentations highlighted some excellent work that is currently taking place. Following the meeting, representatives from Athletics NSW and Little Athletics NSW remained to discuss a potential new office space.

The next meeting of the JWP is scheduled for 24 September.

Officials Appointments Panel

A draft charter for the Officials Appointments Panel was tabled. This was referred to the relevant members of staff and the Competition and Championships Advisory Committee for review, update and approval as per Section 5 of the Delegations Matrix.

iii. **Risk Management**

Risk Appetite Statement

Glen Taylor flagged some minor changes to the Risk Appetite Statement regarding finances and cash management. It was suggested that the Corporate Governance and Risk Committee carry out an overall summary review to identify and recommend any other updates or changes.

NSW Sports Sector Capability Review

There has been little change since the previous version of the tracking document. Any changes will however be noted, and a revised version uploaded to the board Dropbox.

The Corporate Governance and Risk Committee will be recommending an appropriate process and suitable tool/measure for the Board to undertake a self-assessment.

7. OPERATIONAL MATTERS AND REPORTS

i. **Format of Operations Report**

Discussion took place on a standardised format for operations report(s) to the Board. It was suggested that matters for reporting will stem largely from the various Operational Committees and that a recommended standard template could be developed. It was also noted that the Board Portal, currently being reviewed for possible implementation, may provide some parameters around content and/or consistency of reporting.

ii. **Transition to New Membership Platform**

Discussion took place regarding the process for transition from the current SportsTG platform to the revolutioniseSPORT platform, and the capacity of staff to oversee this transition process. It was agreed that a project plan be developed; a recommendation made on who will lead the project; and a working party established. Simon Nicola will work with Kerry O'Keefe to investigate requirements and consider an appropriate implementation strategy.

The CEO has already been in contact with Athletics Australia to capitalise on their negotiations and the work they have undertaken with revolutioniseSPORT and will arrange for Anna Fitzgerald from Athletics Australia to facilitate a meeting between Simon, Kerry and revolutioniseSPORT, and to confirm Athletics Australia's approval for the sharing of key information and insights.

iii. **NTC (National Technical Committee) Representative**

The question was raised as to the process for deciding how the Little Athletics NSW representative is determined or endorsed for NTC membership, now that there is no longer a Director with a Competition/Championships portfolio. Whilst the Board felt that representation should probably come from within the Competition and Championships Advisory Committee, it

was suggested that the NTC Charter be reviewed prior to a determination being made, to ensure that any recommendation meets the requirements within the charter. Kerry O’Keefe will obtain a copy of the NTC Charter and make it available to Directors via the Board Dropbox.

iv. **Resignation of Participation Adviser**

Directors were advised of the resignation of Participation Adviser, Alex Guest, who has accepted a role with the University of Central Queensland. The position will not be filled at this stage but will form part of an overall assessment of resourcing requirements in the participation area.

v. **National Sports Convention**

Three (3) members of staff, including the CEO, recently attended the National Sports Convention in Melbourne, conducted under the theme of “Reimagining Sport”. The convention had a very strong participation focus, and addressed sustainable participation growth, collaboration and the use of a systems approach, and the role of sport in the health and well-being of the community. Several potential recommendations for Little Athletics will be further considered and presented as deemed appropriate.

vi. **2019/2020 Registration/Membership Tracking**

At the time of the Board meeting registrations for the 2019/2020 season stood at 10,207.

8. MATTERS FOR DECISION OR APPROVAL

i. **Election Of Chair**

As per Clause 19.7 (a) of the Constitution “The Directors must at the first Board meeting after the Annual General Meeting annually elect by majority vote one of the Elected Directors to the office of Chair”.

Prior to the meeting the CEO sought nominations, from the Elected Directors, for the office of Chair. This resulted in a single nomination, that being Craig Scott.

A conflict of interest was declared by Craig Scott and Melissa Chandler was asked to preside over the meeting for the duration of the election.

Moved Tim Jessup, seconded Glen Taylor, “That Craig Scott be endorsed as the Chair of the Little Athletics NSW Board for the next twelve (12) months”.

CARRIED

Melissa Chandler then handed control of the meeting back to Craig Scott.

ii. **Appointment Of Board Committee Members**

As per the requirements noted within the Board Committee Charters, membership for Board Committees was discussed and appointments were endorsed as follows: -

a) Finance And Audit Committee

Moved Tim Jessup, seconded Simon Nicola “that Glen Taylor and Melissa Chandler be endorsed as members of the Finance and Audit Committee for the next twelve (12) months, with at least one (1) other Director to be appointed after consideration is given to external appointee(s) and/or Appointed Director(s).”

CARRIED

b) Corporate Governance And Risk Committee

Moved Tim Jessup, seconded Glen Taylor “that Tim Jessup, Simon Nicola and Craig Scott be endorsed as the members of the Corporate Governance and Risk Committee for the next twelve (12) months.”

CARRIED

iii. **Appointment Of JWP (Joint Working Party) Representatives**

As a replacement was required for Russell Briggs position on the JWP, it was agreed that overall representation be reviewed, and that this occur on an annual basis in line with other appointments. It was noted that the JWP Charter will require amendment to reflect the changes. Kerry O'Keefe will make the necessary changes for presentation to the next meeting.

Moved Tim Jessup, seconded Glen Taylor "that Heather Mitchell and Glen Taylor be endorsed as the Little Athletics representatives on the Joint Working Party, along with the Chair, Craig Scott and Chief Executive Officer, Kerry O'Keefe."

CARRIED

iv. **Confirmation of Circular Resolutions**

Several circular resolutions, passed between Board meetings, were presented for confirmation.

a) Merit Award Recipients

Moved Glen Taylor, seconded Tim Jessup, "that Matt Andrews, Russell Briggs, Ron Pollett and Sally Richardson be endorsed as recipients of Little Athletics NSW Merit Awards."

CARRIED

b) 2018/2019 Financial Statements

Moved Glen Taylor, seconded Tim Jessup, "that the Board endorse the Financial Report as at 31 March 2019 and authorise the Chair, Craig Scott, and the Chair of the FAC, Glen Taylor, to sign the Financial Report on behalf of the Board."

CARRIED

c) Centre Affiliations

Moved Tim Jessup, seconded Melissa Chandler, "that Euro Coast Athletics, Eastern Suburbs Little Athletics and Ingleburn Little Athletics be approved for re-affiliation with Little Athletics NSW and that Bankstown Sports Athletics Club be approved for initial affiliation, having all met the relevant requirements for affiliation and having all provided the necessary documentation."

CARRIED

9. GENERAL BUSINESS

i. **Zone Venue Selection**

Craig Scott advised of receipt of correspondence, addressed to the Board, regarding a zone championships venue and confirmed that he had referred this correspondence to the relevant members of staff for action/response.

There being no further business the chairperson declared the meeting closed at 1:30pm.



Craig Scott
CHAIR

Next Board Meeting

Little Athletics NSW office
Wednesday, 11 September 2019
5:30pm for 6:00pm start