



MINUTES OF NEW ZEALAND BRIDGE BOARD MEETING

Held at the Kairangi Bridge Club Wellington Monday 9th January 2017 commencing at 8.50 am

PARTICIPATING: Arie Geursen (Chair) from 9.20 am, Alan Turner Allan Joseph, Phil Rutherford, Karen Martelletti and Noel Woodhall

In Attendance: Murray Wiggins, Chief Director and Alister Stuck, National Secretary.

1. WELCOME

Phil took the chair and welcomed all to the meeting.

2. APOLOGIES Richard Solomon

3. PREVIOUS MINUTES

Copies of the following minutes were circulated prior to the meeting.

Moved: Board Meeting Minutes of 2 Dec 2016 be confirmed.

CARRIED 001/2017

Matters arising:

Murray sought an update from the meeting regarding the request made of the Chairman at the previous meeting to seek a legal opinion on the Boards obligations under the health and Safety act with specific reference to the venue for meetings.

Alister offered to pick this item up and seek an opinion from the Hon Solicitor, Fergus More.

4. OUTSTANDING ITEMS

Moved: that the updated list of Outstanding Items be received.

CARRIED 002/2017

It was noted that the current year budget was still to be ratified and this overdue matter is to be completed at the March meeting.

It was also noted that two items namely, review of the Social Media Policy, and the provision of guidance to Clubs on the their obligations under the new Health & Safety Act are overdue for completion. After some discussion it was agreed that both should remain on the task list for completion.

5. BOARD REPORTS & MEETING MINUTES

Finance & Membership

Moved: that the P & L Report, Pro forma Balance Sheet, Cash Report, Membership Report for the month ending 31 December 2016 and the summary of Levy Invoices be received.

CARRIED 003/2017

Matters arising:

It was noted that the home club memberships had declined by 179 year compared to the same time last year.

Bridge Development Report (Richard Solomon)

Moved: that the Bridge Development Report as circulated be received.

CARRIED 004/2017

Congress Organising Committee

Moved that: The minutes from Congress Committee meeting held 8 Dec 2016 be received.

CARRIED 005/2016

Matters arising:

It was noted that no Board member was present at the meeting: Arie advised that he did not attend the meeting as he was not aware the date of the meeting had been changed from that agreed at the last meeting. By the time he became aware of the change, he could not attend because of work commitments. It was agreed that all committee members need to be advised should meeting dates be changed.

Phase 3 – Masterpoint Programme

Karen circulated a progress report prior to the meeting. The project remains on track and on budget, with limited release testing by a small number of Clubs expected to start in February.

It was noted that the Scoring programme providers would receive an ex gratia payment of \$750.00 (plus GST) for the advice and assistance they have given the project team on the specifications and for the work to ready their respective programmes for the limited release testing by selected Clubs in February / March.

6. GENERAL BUSINESS

Board Vacancy

Moved: Moved that Susan Hinkley be appointed to the Board to fill the vacancy following the resignation of Carol Richardson.

Alan Turner reaffirmed his earlier advice to the Board members that he did not support the appointment by this process and on that basis would veto every nomination that was proposed.

Accordingly, and in accordance with rule 12.2, without unanimous support the resolution did not proceed.

Following discussion it was moved: That the Board hereby resolves to notify forthwith its intention to fill the casual vacancy resulting from the recent resignation of Carol Richardson as a Board member by appointing with effect from 1 April 2017 in accordance with Clause 12.2 of the Constitution the third highest polling candidate (i.e. the highest polling unsuccessful candidate) for election as a Board member at the election in late February/early March 2017 conducted in accordance with Rule 10 of the Constitution, for the unexpired portion of the original three year term attributable to that vacancy, namely until 31 March 2019 whereupon the appointee will retire by rotation in the normal manner.

The motion lapsed for lack of a seconder

Matters arising: It was noted that the incoming Board will need to consider this matter and give consideration to a change to the Constitution to clarify the process for filling a casual vacancy if the Board cannot agree.

Membership - Mr Alex Swainson

Moved: that all Affiliated Clubs be advised that Mr A Swainson is not to be admitted to membership of an Affiliated Club in future without the prior consent in writing of the Board, which, if given, will necessitate the approval of the Conduct, Discipline and Disputes Committee which may in turn be subject to conditions.

CARRIED 006/2017

Matters arising: Alister to send an appropriate letter to Mr Swainson and a further letter to all Clubs and Regions.

Metropolitan Events

Noel sought clarification as to the process around the approval of Metropolitan events. This was discussed and noted that the lead-in time for approvals should

be reviewed by Regulations and the Tournament Taskforce should it be reconvened.

It was agreed that Rona be asked to provide a short report on an annual basis regarding her role as Tournament Calendar Convener.

Statement from the Governance Committee

Phil read the following statement from the Governance Committee:

For the last two years, the Board has been engaged in strategies designed to lead the game into the modern era. The principle was that if you keep doing what you have always done then you will keep getting the same results. Clearly, the Board does not want to oversee the game into continued decline with more clubs and bridge players choosing not be affiliated to the national body. So with this in mind, the Board set about embarking on a new direction and actions based on a strategic plan that took a long-term view of administering the game.

These actions included, but were not limited to, the following:

- *A five-year business plan that included a mission for the organisation and an action plan that took account of a number of agreed strategies.*
- *An updated communication plan that is based on a single channel of communication.*
- *A revised website designed to deliver on the communication strategy.*
- *A report commissioned to determine the current state of the game in terms of the Board's responsibilities and role with an emphasis on how effective the Board was carrying out these responsibilities (the Arrowside report).*
- *A re-focusing of the role of the Bridge Development Officer.*
- *An in-depth examination of NZB's expenses with a view to finding where possible savings could be made.*
- *Embarking on a project that will see the Masterpoints earned by players being loaded by clubs into a new database and system which will require a minimum level of human intervention. This project will also allow clubs to self-manage their members and be sent invoices automatically.*
- *Looking into ways that clubs can take advantage of the new technology in order to become more self-sufficient in carrying out some administrative functions.*
- *A self-examination of the way the Board functions and consequently the way the Board oversees the administration of the game.*

All the above led the Board to believe that changes would be required if NZB were to be the most cost-effective and delivery focused organisation that its members expected/required.

Consequently, the Board was working towards recommending a structure they believed could deliver on all the expectations, not only of the Board itself, but

also its member clubs and by definition the bridge playing community. The Board did resolve to put together a final plan but before that happened one of the Board members decided that he no longer supported change and instead started a campaign that resulted in a considerable amount of misinformation being disseminated out in the bridge playing community. Unfortunately this raised a high degree of angst at the grassroots level. The Board found itself in a position whereby it could not take direct action to combat the campaign without prejudicing the rights of our employees

As this was all happening in the second half of the calendar year the pressure built to the point where it was apparent that any changes that the Board may have proposed would be unlikely to be completed before the next election process was underway. During this period the Board has also received numerous letters and emails many of which, amongst other things, called for consultation and also for an understanding of the rationale for change. We have listened to this important and valued feedback and would like to thank everyone who took time to write.

At its meeting on 9th January the Governance Committee decided to recommend that the Board not pursue any programme of change prior to the next elections. Instead the committee will continue down the path of continuous improvement and pass all information and background work over to the incoming Board. This will be done in the very strong expectation that a responsible Board will see the need to re-focus the way in which NZB delivers on its mission statement and so act accordingly in good faith on behalf of its members.

Phil contacted Richard by phone to inform him of the Boards decision.

Board Manual

A discussion was held regarding the release and updating of the Board Manual that was adopted at the Feb 2016 meeting (Resolution 13/2016)

Moved: That the Board Manual be updated to include a requirement that:

- At all times three Board members must be current signatories of all Bank accounts operated by the Board (excluding Regional Committee accounts);
- All financial transactions must be signed or authorised by at least one board member;
- As a matter of procedure the Bank signatories are updated at the April meeting of the Board each year and any time a casual vacancy occurs.

CARRIED 007/2017

Zone 7 Council Meeting

Moved: That Arie & Murray be appointed as delegates for the Zone 7 Council meeting scheduled for 21st Feb 2017 at Broadbeach.

CARRIED 008/2017

Scrutineers 2017 Board Elections

Moved: that subject to their availability that Dr Alan Doddridge and Dr Ian Stringer of Palmerston North are appointed to act as scrutineers for the Board elections in March 2017.

CARRIED 009/2017

2017 Board Elections

The Chairman tabled the following letter addressed to the Secretary and the Scrutineers setting out the Board's directions for the process to be followed in the upcoming elections:

A number of questions of a legal nature have arisen during the latter part of the 2016 year that we have not had to deal with before. It is very likely that there will be keen interest in the outcome of these elections and therefore the Board is anxious that the processes for conducting the election are robust and beyond reproach and do not place you or the scrutineers in a difficult position.

1. Filling of the Casual Vacancy of the Board (Rule 12.2)

Rule 12.2 deals with the way a casual vacancy may be filled, and is currently applicable to the vacancy created by the recent resignation of Carol Richardson for the unexpired portion of her term until 31 March 2019.

Rule 12.2 provides:

"Should the position of any other member of the Board become vacant such position may be filled at any time by appointment of a replacement by unanimous resolution of all remaining Board Members and such replacement Board Member shall continue in office until expiration of the remainder of the original three-year term applicable to that vacancy."

Although we have had such vacancies before, in the cases of Allan Barclay and Murray Wiggins the Board was able to unanimously agree upon an appointment. On this occasion, despite calling for "Expressions of Interest" from candidates seeking appointment to fill the vacancy, the Board has at this time not

been able to unanimously resolve to appoint any of those who responded on that occasion, or indeed any other party.

The Board has also considered a proposal to notify its intention to fill such vacancy by appointing with effect from 1 April 2017 the third highest polling candidate (i.e. the highest polling unsuccessful candidate) for election as a Board Member at the 2017 Board Elections conducted in accordance with Rule 10 of the Constitution, for the

unexpired portion of the original three year term attributable to that vacancy (whereupon the appointee would retire by rotation in the normal manner), but has not to date reached unanimity on that proposal either.

If (and only if) that proposal is unanimously resolved to be adopted either at the forthcoming Board meeting tomorrow (Monday, 9 January), or very soon thereafter, then additional consequential notifications will be required to be made promptly, and the role of the Secretary and the Scrutineers will include a formal announcement of the highest polling unsuccessful candidate.

In the alternative it would seem likely that this casual vacancy will need to be filled after the 2017 Annual Election is finalised and the new Board, however constituted, takes office and as that Board may then determine.

2. Eligibility for re-election (Rule 9.4)

The view of the majority of the Board is that Rule 9.4 limits the number of times a person is elected to the Board to three (3) consecutive terms. Again this is the first time since the adoption of the Constitution that this circumstance could arise as an issue.

I have previously indicated that on behalf of the Board I would seek legal advice on this aspect. The opinion of the Honorary Solicitor is that a nomination from Alan Turner for the position of Chairperson at this election, which would be for a further term of three years in accordance with Rule 9.2, would be ultra vires and should therefore be refused. Whilst the advice of the organisations solicitor is paramount, that opinion is shared by the independent firm of Lowndes Jordan who have also been consulted at the direction of the Governance Committee. Both advisors further concur that such advice is not changed should Alan Turner resign his current office at some point in the current election process.

Therefore you are instructed that the Board requires that you reject any such nomination, and that if received it not be posted on the NZ Bridge website.

3. Nominations (Rule 10.4)

The Board would like to remind you that valid nominations be posted on the website before 5.00 pm the next business day after you have received them.

4. Voting (Rule 10.8 and 10.10)

Following the item of General Business from Auckland Bridge Club at the 2016 AGM, the Board directs the following improvements to the way that the postal ballot is conducted are to be implemented:

- (a) The ballots are to be sent to a Private Bag which is held at the Palmerston North Post Office and is not accessed or collected from the Post Office until the day after the election closes, and then by the Secretary and in the presence of at least one of the Scrutineers, and the ballots then counted forthwith in the presence of both Scrutineers. Ballots received by any other process must be declared informal.*
- (b) In addition to declaring the election result, the Secretary and Scrutineers should sign and cause to be published on the website a declaration listing the Clubs from whom valid ballot papers were received, and those Clubs (if any) from whom an informal ballot paper was received, but obviously such declaration shall not identify the particular candidates for whom such ballots, whether formal or informal, were cast.*

Moved: That the directions to the Secretary and Scrutineers are adopted with the following sentence being added to paragraph 4(a): "Ballots received by any other process must be declared informal".

CARRIED 010/2017

The meeting closed at 12.27pm

Next meeting

Monday 6th March 2017 (Kairangi Bridge Club)