



**MINUTES OF THE ANNUAL GENERAL MEETING
OF
NEW ZEALAND BRIDGE INCORPORATED
Held at 9.30 am on Saturday 24th
Sept 2016 at the Kingsgate Hotel,
Hamilton**

PRESENT NZ Bridge Board – Arie Geursen (Chair), Karen Martelletti, Phil Rutherford, Alan Turner, Carol Richardson, Noel Woodhall & Allan Joseph

Secretary of NZ Bridge - Alister Stuck

Chief Director - Murray Wiggins

Bridge Development Officer - Richard Solomon

Acting Hon Solicitor for NZ Bridge – Graham Wakefield

Authorised Delegates

Alan Dick (Rotorua), Anna Kalma (Matamata), Anne Barrowclough (Auckland), Barbara Fechny (Picton), Brad Johnstone (Otago), Brian Gallaher (Waikato), Colin Carryer (New Plymouth), Dave Brewer (Wanaka), Geoff Norris (Rangiora), Heather Jared (Hutt), Helene Labreche (East Coast Bays), Jane Stearns (Cambridge), Jenny Wilkinson (Akaroa), Lindsay Reid (Hamilton), Marilyn Jackson (Invercargill), Mark Hangartner (Akarana), Mary Buckland (Ashburton), Michael Johnstone (Timaru), Michelle England (Gisborne), Mindy Wu (Wellington), Neil Beckett (Papatoetoe), Neil Hawkins (Christchurch), Ray Curnow (Westport), Rebecca Osborne (Nelson), Richard Bland (Whangarei), Robin Young (Marlborough), Rona Driscoll (Taupo), Shirley Newton (Crockfords), Shirley Bain (Tauranga), Steve Gray (Richmond), Sue Brown (Kerikeri), Susan Sykes (Hastings), Gerry Palmer (Palmerston North), Barbara Campbell (Kaikoura)

Proxies / Board Members representing Clubs

Alister Stuck (Royle Epsom), Steve Gray (Golden Bay), Allan Joseph (Kairangi & Victoria), Noel Woodhall (Havelock North), Mary Buckland (Geraldine), Jane Stearns (Huntly), Anna Kalma, (Te Aroha) Rona Driscoll (Te Puke, Putaruru, Waihi, Whakatane Mt Maunganui)

Observers

Michael Neels, Jan Spaans, John Driscoll, Peter Collinge, Gary Hanna, Trish Downward, John Kruiniger, Meboob Chiba, Kate Terry, Tony Morcom, Deborah Tangney, Lynne Fegan, Sandra Calvert, Paula Gregory, Richard Andrew & Lesley Chubb.

WELCOME

The Chairman, Arie Geursen, welcomed all those present at the 2016 Annual General Meeting of New Zealand Bridge Incorporated. Arie advised the meeting that Graham Wakefield would participate in the capacity of acting Hon Solicitor in the absence of Fergus More. Arie also advised the meeting that in terms of the provisions in the constitution that there would be no opportunity given to vote on matters of general business.

APOLOGIES

Angela Royle, David Macdonald, Kris Wooles, Derek Evennett, Kay Nicholas, Keith Nicholas, Fiona Temple, Fergus More, Omokoroa Bridge Club.

Moved that the apologies be accepted.

CARRIED

MINUTES of the 2015 AGM

Moved that the minutes as previously circulated be taken as read.

CARRIED

MATTERS ARISING 2015 AGM MINUTES

Correction to the status of Marlborough Club delegate and observer at the 2015 AGM to read as follows:

Bey Gay	Delegate
Mary Pennington	Observer

ANNUAL REPORT for year ended 31 March 2016

The Chair indicated that as the Annual Report had been circulated he proposed it be taken as read and that he would precis some of the highlights of the year under review

Karen Martelletti outlined the improvements to the Website and the work ahead with the Masterpoint Programme and membership records.

Richards work with producing news items was acknowledged as was the ongoing improvements and additions to the suite of bridge teaching materials.

Moved that the Annual Report for the year ended 31 March 2016 be adopted.

CARRIED

MATTERS ARISING 2016 ANNUAL REPORT

Susan Sykes complimented the work done with the Cinema advertising project but reported that given the short timeframe between the screening and Club lessons they did not receive any responses.

Mindy Wu thought that the video was too ageist and would be improved if younger people were included in the clip.

Brad Johnstone advised the concerns of the Otago Club if the proposed changes to the membership database means it is accessible by a number of people.

FINANCIAL STATEMENTS for the year ended 31 March 2016

Alan Turner led this segment of the Agenda summarising the Audited Financial Statements.

Moved that the audited Financial Statements for the year ended 31 March 2016 as presented be adopted.

CARRIED

MATTERS ARISING 2016 FINANCIAL STATEMENTS

Jane Stearns sought further information regarding the expenditure on the international programme and suggested that it was the view of those in a number of Clubs that she supported that this money would be better spent if it was allocated to supporting Clubs in crisis and with programmes to increase membership.

Jane also commented on the Board meeting expenses and asked if the Board had considered video conferencing as a cost effective alternative to face to face meetings. Her offer to assist with the setup of such a facility was noted.

Michelle England also commented on the allocation for Board meeting costs and felt that the significant sum spent on the international programme benefited a very small pool of members.

Shirley Bain supported the current stance on the International Programme and what it contributes to the game.

Susan Sykes sought details of the expenditure incurred on Consultancy Fees and Honoraria payments.

Jenny Wilkinson asked for a further breakdown of the Administration Expenses.

David Brewer asked what the Board strategy was regarding its financial equity as details in the financial statements.

Board members responded to the various points raised and Noel Woodhall concluded by advising the meeting that he was in the process of seeking funding from Gaming Trusts for NZ Bridge, he was optimistic of success given the recent results of the NZ Teams overseas.

APPOINTMENT OF AUDITOR

Moved that David Macdonald be appointed as Auditor for the 2016/2017 year.

CARRIED

GENERAL BUSINESS

- Recommendation from the Auckland Bridge Club

That NZ Bridge should Review its Election Processes and Procedures

Background

One of the major challenges of electing volunteer boards is about ensuring candidates selected from a clearly defined pool of eligible members, can bring not only a broad range of skills, but also governance experience and the time commitment required to support a sound and creditable governing body.

We recommend that NZ Bridge:

- (a) Undertake and publish a skills identification and capability assessment for its Board and Committees.
- (b) Review its policy of restricting Board Members to paid up membership and consider expanding the Board composition of its Board through the appointment of independent, professional directors.
- (c) Review the electoral process to ensure it is independent, transparent and accessible to the wider bridge community

Anne Barrowclough spoke to this item and reassured those present that it was not intended to be contentious or critical of anyone involved in the process to date. With legislation changes in the pipeline there are potential implications and challenges for organisations such as NZ Bridge.

Phil Rutherford responded on behalf of the Board and covered 3 key points. A Board manual had been drafted and this would be made available via the Website and in particular to anyone who may consider standing for the Board in the future. A constitution change would be required should the concept of appointing independent Board members be an option in the future. Finally that the Board is satisfied with the current process and in has confidence in the Nomination process and the involvement of the appointed Scrutineers.

Helene Labreche suggested that a review was necessary as it was her view that

there was a growing disconnects between the Board and the Clubs and their members.

- Recommendation from the Hastings Bridge Club

That reports referenced in the board minutes form part of the minutes and should be appended before publication allowing for full disclosure to members.

Susan Sykes introduced this topic citing concerns that Clubs and members were uninformed by the content of the minutes of NZ Bridge.

Carol Richardson responded and advised that the Board was looking at ways to improve this but at the same time ensuring that sensitive information remains in-house. The Board has agreed to produce a summary of key points after each meeting to form part of a newsletter produced by Richard. It was noted that our Australian counterparts had introduced this with some success and no longer published meeting minutes.

David Brewer commented that Board meeting minutes are not normally published but rather a summary is produced.

Graham Wakefield responded outlining why the current process was implemented. Graham took the opportunity at this stage to inform the meeting that a “code of conduct” agreement has been incorporated in the manual and that this would be updated to include provisions to deal with the misuse of social media. Once implemented the current social media policy would be withdrawn.

Murray Wiggins advised the meeting that in a number of instances minutes had not been published.

Gerry Palmer expressed concerns that it was evident that the Clubs and members were powerless to bring about change via the AGM.

Helene Labreche sought information regarding the process for putting remits before the AGM.

Brian Gallaher suggested that in a membership organisation such as NZ Bridge it was important that there was adequate disclosure of key information to its stakeholders.

- Item Christchurch Bridge Club

Neil Hawkins spoke to this item which included a letter from the Christchurch Bridge Club circulated prior to the meeting.

The Club expressed its concerns at the lack of disclosure following the release of Board minutes of 14 July 2016 and the adoption of resolution 65/2016.

A number of delegates expressed their concerns and asked in particular for details of what was proposed and a timeframe for any implementation.

The Chair responded and advised that reviewing governance was a regular event

and that plans for restructuring were at a very preliminary stage with no timetable in place.

- Closure

There being no further business Arie Geursen, thanked the Delegates and Observers for their attendance and which those who were staying on for the National Congress a pleasant week.

The Chair closed the meeting at 11.35 am