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BOWLS
NEW ZEALAND
INCORPORATED

**MINUTES OF MEETING OF
BOWLS NEW ZEALAND BOARD
Held at BNZ Business Centre, Waiouru Room,
86 Highbrook Drive, East Tamaki, Auckland**

**On Friday, 15th September 2017,
Commencing at 9.15am**

PRESENT

Cushla McGillivray – Chair
Mike Spring – President
Jeanette Sinclair – Vice President
Tony Lepper
Craig Bruce
Daniel Shore
Allan Smith

ALSO PRESENT

Mark Cameron – Chief Executive
Nicki Patrick – (minute taker)

The Chair opened the meeting by welcoming the Board and staff.

1. APOLOGIES

No apologies received.

2. OBITUARIES

Bryan Furness (Wairarapa)
Bowls NZ Councillor – 1998 to 2001

3. REGISTER OF INTERESTS

Cushla McGillivray Director, Bowls Events NZ Ltd

Allan Smith Executive Director, Accessable
Director, Rotary St Johns
Director, Crescendo Trust of Aotearoa
Chairman, Achilles NZ

Tony Lepper New Zealand Conservation Authority

4. CONFIRMATION OF MINUTES AND RESOLUTIONS

1. Minutes of Board Meeting held on 23rd May 2017.
2. Resolution to Lion Foundation for \$55,000.00 dated 26th July 2017.
3. Resolution to NZCT for \$230,000.00 dated 2nd August 2017.
4. Resolution to The Southern Trust for \$55,000.00 dated 10th August 2017.
5. Resolution to Four Winds Foundation for \$15,000.00 dated 15th August 2017.
6. Resolution to Infinity Foundation for \$18,000.00 dated 15th August 2017.
7. Resolution to Grassroots Trust for \$30,000.00 dated 23rd August 2017.
8. Resolution to Trillian Trust for \$40,000.00 dated 15th September 2017.

ALL IN FAVOUR, CARRIED

5. MATTERS DEFERRED FROM EARLIER MEETINGS

Membership Fees for clubs affected by the Kaikoura earthquakes

While not setting a precedent, the Board resolved that in light of the natural disaster which struck Kaikoura recently it had agreed to waive the membership fees for 2017/2018 season for the three clubs affected because of the special circumstances.

MOVED: Mike Spring SECONDED: Daniel Shore
CARRIED

Natural Disaster Policy

That the Board approve the Natural Disaster Policy;

In the event of a natural disaster, upon written application by a Club, the Board may at its sole discretion waive or defer payment of membership fees in full or in part. Factors which the Board may take into account when considering an application include, but are not limited to:

1. The financial position of the Club
2. Financial relief available from sources such as insurance or EQC
3. The nature and extent of the damage suffered
4. The impact of the damage on the usability of the Club facilities
5. The evidence provided by the Club in support of its application

For the avoidance of doubt the Board will review any application on a case by case basis and no precedent shall be formed through the exercise of discretion.

MOVED: Daniel Shore SECONDED: Tony Lepper

CARRIED

Director Tenure

It was agreed that an informal discussion led by the CEO, would be held with the Delegates after the AGM to discuss three by three year terms for all positions, including President and Vice President, with a maximum tenure of nine years.

MOVED: Jeanette Sinclair SECONDED: Allan Smith
CARRIED

Financial Management and Delegated Authority Documents

After discussion with Craig Bruce, Convenor of Risk and Audit Committee and Mark Cameron, CEO it was agreed that the current financial delegation issued to the CEO is satisfactory and therefore would remain unchanged. These policies would also meet the Governance Mark standard.

ALL IN FAVOUR

Board Operational Policy and Regulation Review

- Media including Social Media
- ICT, Database and Privacy Issues and Cyber Risk practice

These items to be deferred until 2018.

Board Policy – Judicial Process

The Board discussed the current judicial process and agreed that the Regional Judicial Committees be disbanded and that an expanded Bowls NZ Judicial Panel would be appointed. The CEO to investigate the implementation of a national judicial panel, employing the advice of Maria Clarke. The Board to consider the recommendations which will require amendments to the Constitution.

Hall of Fame

The new Board to consider steps to be taken to implement the Hall of Fame Charter in 2018.

6. RISK REGISTER

The CEO spoke to the meeting about the new format of the Risk Register and welcomed feedback from the Board. The Risk Register was received and noted.

This item to be deferred until the November meeting and in the meantime the Risk and Audit Committee and CEO to review items including;

- Succession planning
- Insufficient funding
- Staff burnout
- Mitigation and outcome

The CEO and Allan Smith to also consider how the Risk Register will be linked to the Strategic and Business Plan.

7. GOVERNANCE

Board Annual Work Plan

The current Board Annual Work Plan was received by the Board.

CEO to advise the Board when Sport NZ training courses are available. The incoming Chair to attend a Sport NZ Chair training course.

Amended Strategic Plan

CEO to undertake a review the current Strategic Plan, to work with the new Chair and Daniel Shore and report back to the November meeting.

Policy Review

- Board Meetings – no change to this policy
- Monitoring Operational Performance – no change to this policy
- Director Induction – no change to this policy
- Board and Director Professional Development - A review of the skills matrix of the Board and individual Directors to be a permanent agenda item for each November meeting and added to the Board Annual Work Plan.
- Operational Policy – Sponsorship – *under review*

Gender Diversity Policy (last considered September 2016)

The Board were in agreement that our policies remain unchanged but that the Board should actively develop candidates for the Board of Bowls NZ, having regard to gender and diversity. It also noted the recommendation by our Governance Review Consultant that the Selection Panel should consider gender diversity on its Selection Panel.

NOTED

Governance Review

The Reviewer, Steve McDowell from Meeting and Governance Solutions Ltd attended the meeting from 1.30pm to 2.15pm, to present the Board Governance Review facilitator overview comments to the Board.

The Board agreed that the first report is a fair snapshot of the Governance of the Organisation at this time.

The Board agreed to prepare the new policy documents required which will be drafted by the CEO in consultation with Daniel Shore for reporting back to the Board at the November 2017 meeting.

The additional steps recommended by the Reviewer will be actioned.

Once the above is actioned the report will be updated. The Reviewer will establish with the Chair and CEO those areas that need to be adjusted in order to achieve the Governance Mark. A re-assessment of Bowls NZ will likely occur within the next 3-6 months.

Club Fee Membership Model

The Board to defer progress on the Club Fee Membership Model until more information is gathered through the Club Census and considered by the CEO – deferred to February 2018.

Annual General Meeting

All arrangements in place.

Appointment of RSM as Auditors for 2017/2018 Year

To be approved at the AGM.

Presidents Report

The President updated the Board on his activities since the last Board Meeting and his written report was circulated to the Board.

Annual General Meetings in the Future- Constitutional

The following issues were raised for Board consideration;

- Should staff members/employees act as delegates?
- Representation of large centres as delegates?
- Should employees of centres or Bowls NZ act as delegates?

CEO to discuss with Maria Clarke, and reported in the CEO Report to Board in February 2018.

Board Charter

The Chair tabled an amended Board Charter and Policies document following recommendations from the recent Board Governance Review. The question was raised whether a Governance Committee should be established. The Board agreed that this Committee was not necessary and therefore this final paragraph was not to be included.

The Board then agreed that the newly revised Charter be adopted with minor amendments.

Privacy Officer

In accordance with Bowls NZ Constitution Rule 19.2.26, the Board duly appointed Mark Cameron CEO as Privacy Officer to ensure compliance by Bowls NZ, Centres and Clubs with their general obligations arising under the Privacy Act 1993.

8. **CHIEF EXECUTIVE'S REPORT**

The Chief Executive tabled a report which was received by the Board.

Business Plan

The Chair complimented the new CEO on the newly formatted Business Plan. The CEO spoke to his report and answered questions raised. The final reporting document to the Board will be considered further once the amended Strategic Plan is signed off by the Board.

Health and Safety

No Health and Safety matters to report for the period from August to September. CEO to review and report back to the Board on Health and Safety requirements.

World Bowls – Tender for Events

The CEO had received three tender documents from World Bowls for Board consideration:

1. 2024 World Champs
2. 2023 Asia Pacific Champs
3. 2019 and 2020 World Champion of Champions

The Board agreed that with considerable involvement with World Bowls since 2004 and recently hosting World Bowls Championships in 2016, it was now time to focus on our sport development here in New Zealand and therefore would not tender for any of these events.

AGREED

High Performance Team Selections

NOTED

Judicial Hearing 01/2017 – Fisher, Rogan, Walker

The Chair spoke to the meeting on the Judicial Hearing held on 21st June 2017.

Resignation of Northern Region Judicial Committee Members

The Board accepted the resignations of Northern Region Judicial Members, Grant Smith and Brian Guy and Central Region Judicial Member, John Hanning.

Umpires Committee Applications

The Board had received applications for appointment to the Umpires Committee. After consideration of the applications, the Board resolved that Helen Stallard, Sue Way, Michael Johnson and Ann Wright be appointed with Helen Stallard to Convene.

MOVED: Cushla McGillivray
CARRIED

SECONDED: Jeanette Sinclair

Alteration in Centre District Boundaries

On 26th April 2017, Papatoetoe Hunters Corner Bowling Club applied for a transfer of their Club from Bowls Counties Manukau Centre to Auckland Bowls Centre.

In accordance with Rule 7.4(iii) of the Bowls NZ Constitution, "The Board may approve an application by agreement of the Centres involved for the transfer of Clubs from one Centre to another and shall report the same at the next Annual General Meeting."

Both Centres are in agreement and the application had been approved by the Bowls NZ Board.

AGREED

Central Bowling Club (formerly Sandringham Bowling Club) affiliation with Auckland Bowls Centre – for Board approval

Auckland Bowls had advised that Central Bowling Club had completed all requirements to be an affiliated member of Auckland Bowls Centre and that this had been granted, following the separation from Mt Albert Bowling Club.

"That the Board approves the Central Bowling Club is operational as a single Club and is an affiliated member of Auckland Bowls as of 19th July 2017."

MOVED: Tony Lepper
CARRIED

SECONDED: Jeanette Sinclair

BENZ

On 24th July 2017, the Board of Bowls NZ resolved that the Directors of Bowls Events NZ Ltd (BENZ) be advised that:

- a. Bowls NZ does not wish to retain BENZ as a separate legal entity;
- b. Bowls NZ requests the BENZ Directors to cease the trading of BENZ and take all such steps as are necessary to satisfy all of its liabilities and to transfer any surplus assets to Bowls NZ on or before 30th June 2017; and,
- c. After all steps have been taken, Bowls NZ requests BENZ to request the Register of Companies to dissolve the company.

The resolution regarding the dissolution of Bowls Events NZ Limited (BENZ) was signed by the BENZ Board Members on 30th June 2017.

MOVED: Craig Bruce
CARRIED

SECONDED: Tony Lepper

Participation Numbers

The CEO spoke to the Board on the number of participants recorded. Participant numbers need to be better defined and quantified.

Latitude Solutions, the staff Restructure, High Performance and the 2018 BPL were also discussed and noted by the Board.

Trademarks

Bowls NZ, Blackjacks and Mates in Bowls trademarks to be renewed.

MOVED: Mike Spring SECONDED: Tony Lepper
CARRIED

National Award Winners

CEO had emailed a message of congratulations to all winners of the Bowls NZ National Awards.

It was agreed that the criteria and processes around the awards to be reviewed. Daniel Shore to lead this review with the CEO.

CEO to prepare a paper on hosting an annual awards presentation function and report to the February 2018 meeting.

9. FINANCE REPORT

Risk and Audit Committee Meeting minutes August 2017

Circulated to the Board and noted.

Report to 31st July 2017

CEO tabled the financial report to 31st July 2017 which was received by the Board.

Forecast and Budget to be considered and confirmed

CEO reported the updated forecast to the Board. This is to be re-forecasted on a monthly basis. The CEO outlined the forecasted variances to budget.

Investment Update

A new investment strategy to be considered by the Board in 2018. CEO to lead this discussion with the Risk and Audit Committee.

Audit Report

The Board reviewed the Auditor's Report and discussed the findings with the CEO.

Revisions to the proposed Service Performance Standard – RSM Hayes

CEO updated the Board on this document.

10. INFORMATION AND NOTING ITEMS

Thanks to Retiring Board Members

The Chair wished to record the Board’s thanks and appreciation to President Mike Spring and Hayley Jones.

“Mike has been a Board member since 2014 firstly as Vice President and then for the last two years as President. Mike, you can be proud of your contribution not only in your social role attending events but also your contribution to Board matters. You have a very good eye for detail with written documents and have delivered your speeches well and thoughtfully. We know how much you have enhanced the presentation of Awards to recipients around the country. It is especially pleasing to note your record of appreciation of the good work by all the staff especially when attending events. They come under unfair criticism from time to time. Thank you Mike.”

“Hayley Jones resigned back in November after her appointment as Trade Commissioner for NZ based in Singapore. While Hayley was only able to attend a few meetings, her skills and thoughtfulness were very apparent. We were lucky to have had the benefit of her wisdom. We wish her well in her new important role. Thank you Hayley.”

Mike Spring and Tony Lepper both acknowledged the dedication, commitment and professionalism of the Chair, Cushla McGillivray in her years of service to the Board of Bowls NZ. A more formal acknowledgement of Cushla’s service was to take place at the 2017 AGM on the 16th September.

Meeting Dates for 2017/2018

Next meeting to be held on Friday, 24th November. The two-day meeting to be deferred to 2018.

11. REVIEW OF BOARD MEETING

What worked well: what could we do differently to make the meeting more effective?

The Board felt their time spent was effectively spent on strategic issues and appropriate time was spent on management/administrative issues.

There being no further business the meeting closed at 3.00pm.

Chair

Date