

The New South Wales Netball Association Limited

General Meeting of the Council Minutes of Meeting



Date: Sunday 20 September 2020

Time: 10:00am (AEST)

Venue: Hybrid: Via Zoom video conference & Tennis NSW Function Room, Rod Laver Drive, Sydney Olympic Park

The Australian Securities & Investments Commission (“ASIC”) has recognised that Coronavirus (COVID-19) is impacting on companies’ ability to hold general meetings by way of a gathering of members in person. On March 20, 2020, ASIC announced that it considers that hybrid general meetings are permitted under the *Corporations Act 2001* (Cth) (**Act**) – assuming there is no prohibition or restriction in the entity’s constitution. This view is based on section 249S of the Act - which expressly allows a company to hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate. This section applies to Netball NSW. Netball NSW’s constitution does not prohibit or restrict the holding of a hybrid general meeting. Accordingly, Netball NSW is permitted to hold a hybrid general meeting.

As such Netball NSW held it’s first Council meeting of 2020 as hybrid meeting. That is, the meeting was held at a physical location (Tennis NSW Function Room, Rod Laver Drive, Sydney Olympic Park) Centre with the Board, a small number of selected Netball NSW officeholders and up to 50 Association Delegates and Life Members able to attend in person (due to COVID-19 capacity restrictions and adherence to COVID-19 guidelines) plus the use of an online ZOOM technology facility for those Association Delegates and Life Members who were not able to attend in person.

THE NEW SOUTH WALES NETBALL ASSOCIATION LIMITED
(ACN 001 685 007)

MINUTES OF THE GENERAL MEETING OF THE COUNCIL
Sunday 20 September 2020 via Zoom video conference
Commencing at 10:00am

The meeting commenced @ 10:00am

The President declared the meeting open at 10.00am, made the Acknowledgement to Country and welcomed delegates.

Attendees were instructed to remain on mute, and to type their name and Association into the Chat function to confirm their attendance. The President thanked those attending in the room.

Quorum is 29 and 5 Directors; 41 Associations and 9 Directors are in attendance, therefore Quorum is met. The President noted this meeting is again the highest number of participants in recent years with representatives from all over NSW which has been one positive arising out of the COVID-19 crisis that technology has brought us together by other means.

The President noted the meeting is being recorded.

Netball NSW Board and staff present in the room are:

- Louise Sullivan, President
- Ruth Havrlant, Director
- Matt Miller, Director
- Vincent De Luca OAM, Director
- Carol Murphy, Director
- Carolyn Campbell, Chief Executive Officer
- Mike Anderson: Returning Officer & Executive General Manager Finance & Strategy
- Darren Simpson, Executive General Manager Community & Pathways
- Also, Netball NSW staff who are assisting.

The President also acknowledged all other Netball NSW Directors who are participating via Zoom.

The President briefly discussed meeting protocols. Polling will be utilised for voting. Move/seconding via Chat, please use full name and Association. The Chat function is to also be used for any questions throughout the meeting.

1. Attendance

1.1 Attendees

	Association	Name
1.	Bankstown Netball Association	Nicole Oram
2.	Baulkham Hills Shire Netball Association	Kylie Tzavaras

	Association	Name
3.	Baulkham Hills Shire Netball Association	Monica O'Callaghan
4.	Blue Mountains Netball Association	Denise Thrift
5.	Blue Mountains Netball Association	Tracey Arnold
6.	Brunswick Byron Netball Association	Robyn Venn
7.	Callaghan District Netball Association	Bronwyn Vosilla
8.	Callaghan District Netball Association	Renee Ridgeway
9.	Camden & District Netball Association	Lyndall Schuhmeier
10.	Campbelltown District Netball Association	Nancy Marshall
11.	Campbelltown Netball Association	Tracey Connolly
12.	Charlestown Netball Association	Dianne Pascoe
13.	Charlestown Netball Association	Gail Mayers
14.	Charlestown Netball Association	Peta Forder
15.	Coffs Harbour Netball Association	Vicki Morris
16.	Dungog Netball Association	Samantha Rumbel
17.	Eastwood Ryde Netball Association	Karen Waud
18.	Eastwood Ryde Netball Association	Allyson Hill
19.	Fairfield Netball Association	Carol Joyce Baiton OAM
20.	Gosford Netball Association	Joy Dasan
21.	Grafton Netball Association	Brooke Burton
22.	Hastings Valley Netball Association	Catherine Glover
23.	Hastings Valley Netball Association	Rosemary Andrews
24.	Hawkesbury Netball Association	Tracey Chalk
25.	Hills District Netball Association	Doug MacColl
26.	Hills District Netball Association	Jennie Thompson
27.	Illawarra District Netball Association	Dianne Elvy
28.	Illawarra District Netball Association	Lyn Holmes
29.	Inner Western Suburbs Netball Association	Leanne Blackmore
30.	Inner Western Suburbs Netball Association	Anne Tait
31.	Ku-ring-gai Netball Association	Jo-Anne Perry
32.	Lismore & District Netball Association	Shirley Donovan
33.	Liverpool City Netball Association	Jennie Webster OAM
34.	Liverpool City Netball Association	Rebecca Wakefield
35.	Macleay Netball Association	Petra Hayman
36.	Macleay Netball Association	Karen Lambley
37.	Maitland District Netball Association	Leearna Bennett
38.	Maitland District Netball Association	Kim Starkey

	Association	Name
39.	Manly Warringah Netball Association	Cathy Hurditch
40.	Manly Warringah Netball Association	Colette Longley
41.	Manning Valley Netball Association	Janine Kennewell
42.	Mens Netball NSW	Clare McCabe
43.	Nelson Bay Netball Association	Rebecca Keating
44.	Newcastle Netball Association Inc	Ellen Monaghan
45.	Newcastle Netball Association Inc	Cheryl Hernando
46.	NNSW Life Member	Lynn Quinn OAM
47.	NNSW Life Member	Rodney Watson OAM
48.	NNSW Life Member	Anne Doring OAM
49.	NNSW Life Member	John Hahn
50.	NNSW Life Member	Wendy Archer AM
51.	Northern Suburbs Netball Association	Ineke Walker
52.	Northern Suburbs Netball Association	Katrina Louise Damian
53.	Parramatta Auburn Netball Association	Kim Higgins
54.	Penrith Netball Association	Joy Gillett OAM
55.	Penrith Netball Association	Patricia Mann
56.	Port Stephens Netball Association	Sue Xenos
57.	Randwick Netball Association	Frances Reynolds
58.	Randwick Netball Association	Marie Anne Kelly
59.	Shoalhaven Netball Association	Wilma Klein
60.	Shoalhaven Netball Association	Kathy Rembisz
61.	St George Netball Association	Lara Mina
62.	St George Netball Association	Helen Andrews
63.	Sutherland Shire Netball Association	Prue Haberecht
64.	Sutherland Shire Netball Association	Karen Salter
65.	Tamworth Netball Association	Lisa Fox
66.	Tamworth Netball Association	Rebecca McKenzie
67.	Woolgoolga Netball Association	Michael Thorpe
68.	Woolgoolga Netball Association	Sandra Thorpe
69.	Woy Woy Peninsular Netball Association	Nichole Barnes
70.	Wyong District Netball Association	Janet Hoddinott

1.2 Observers

	Association	Name
71.	Northern Suburbs Netball Association	Glenys Paranihi

	Association	Name
72.	Northern Suburbs Netball Association	Jenny Gage Traill
73.	Audit & Risk Committee independent member	Michelle Champ
74.	Audit & Risk Committee independent Chair	Andrew McMaster

1.3 Netball NSW Board

	Association	Name
75.	President	Louise Sullivan
76.	Director	Myles Baron-Hay
77.	Director	Vincent De Luca OAM
78.	Director	Ruth Havrlant
79.	Director	Catherine Matthews
80.	Director	Matt Miller
81.	Director	Carol Murphy
82.	Director	Katherine Simmonds
83.	Director	Claire Tynan

1.4 Netball NSW Staff

	Association	Name
84.	Chief Executive Officer	Carolyn Campbell
85.	Community Engagement Manager	Melissa Achten
86.	Executive General Manager Finance & Strategy	Mike Anderson
87.	Competitions Manager	Claire Dale
88.	Executive Support Officer	Karen de Ridder
89.	Executive General Manager Community & Pathways	Darren Simpson
90.	General Manager Communities	Lauren Woods

1.5 Apologies

	Association	Name
1.	Ulladulla and District Netball Association	Robin Butler
2.	Queanbeyan Netball Association	Kelly Lolesio
3.	Hills District Netball Association	Lyn Burgess OAM
4.	City of Sydney Netball Association	Suzanne Simpson
5.	City of Sydney Netball Association	Jayne Occhiuto
6.	NNSW Life Member	Maureen Boyle OAM
7.	Liverpool Netball Association	Estelle Lawler
8.	Ku-ring-gai Netball Association	Cathy Staggs

	Association	Name
9.	Nelson Bay Netball Association	Amanda Wilks
10.	Gosford Netball Association	Belinda Beresford
11.	Lismore & District Netball Association	Fiona Fennamore

MOVED: Liverpool; **Seconded:** Lynn Quinn OAM, Life Member that the apologies for the Council meeting be noted.

CARRIED

In addition to the apologies listed above, the following apologies were received after the formal noting of apologies:

12.	Westlakes Netball Association	Sue Shelley
13.	Orange District Netball Association	Jane Dennis
14.	Nelson Bay Netball Association	Amanda Wilks
15.	Queanbeyan Netball Association	Kelly Lolesio
16.	Ulladulla and District Netball Association	Robin Butler
17.	City of Sydney Netball Association	Suzanne Simpson
18.	City of Sydney Netball Association	Jayne Occhiuto

Presidents Opening Remarks

The President addressed the attendees noting that after an intense year for everyone dealing with the global COVID-19 pandemic it was important to take some time to reflect. She noted that during 2020 nothing has been more important than ensuring the health and safety of our netball family and wider community.

On behalf of the Netball NSW Board and staff and all of our wider netball family in New South Wales the President thanked all the Association and Club Executives and all other volunteers for making the 2020 season happen in a challenging year. Community netball would not have been possible without the dedication, tireless and extraordinary efforts of many and everyone should all feel proud of how netball has faced this adversity with resilience and selflessness. The President acknowledged that 2020 has been a tough period for many of our staff and volunteers and everyone has made significant personal sacrifices; and to please continue to keep an eye on the health and wellbeing of themselves and those around them.

Members will be given the opportunity to provide input into the “Road to Recovery for 2021” during the Think Tank at the conclusion of this meeting as we take time to debrief and look carefully at all aspects of this pandemic, to learn and rethink our approaches.

The President also recognised and thanked the Netball NSW staff and in particular the CEO, for all the work that has been done to ensure netball continues beyond COVID-19. She also specifically thanked Darren Simpson and the whole Community & Pathways team who have guided our Associations and Clubs through many hurdles to enable our community players to return to court safely. She noted that the hard efforts of the entire Netball NSW staff were greatly appreciated and that the passion and commitment shown to our sport had made all the difference.

The President noted that even more so in times of crisis it is important for us to stay ahead of the curve and remain a key influencer. The President then introduced the forthcoming Presentations for the meeting noting

our NNSW COVID-19 Update will take time to relieve the journey that netball has taken through the crisis since we last met at our AGM in May 2020, and provide feedback given in our recent Association Survey on what learnings, challenges and opportunities faced during that period.

Further that the post-COVID world will bring many challenges, but the opportunities also bring the potential for innovation and change that, where relevant, we need to embrace.

It was noted that Netball Australia is presently conducting a “State of the Game” review, which is publicly open for the netball community to have their say until October 2020. The President encouraged everyone to take part and share your views on how we grow, strength and celebrate netball in Australia.

The President introduced that the Netball NSW Board recently established some new Board Sub-Committees, including Diversity and Inclusion, and “Friends of Netball” to increase focus on certain initiatives and were identified in our Strategic Plan last year. This is intended to also extend opportunities for suitably qualified non-Board members and hopefully wider members of our netball community to be involved where they have specific expertise to benefit the sport, and to assist with our own Board succession planning to ensure we continue to have the right balance of skills and experience in our Directors.

The President then briefly spoke to the financial position of Netball NSW. Since the COVID-19 Impact Update delivered to Council post the AGM in May 2020, the President addressed the steps continued to be taken by the Board and Management team to navigate and mitigate as much as possible the impacts on the Netball NSW business and netball delivery across the state at all levels.

The President noted that several key items have made a material difference to our financial position for the year – and should be acknowledged that several of them are “one offs” by way of Federal Government JobKeeper and NSW Government support. Critical to our financial journey was noted to be the thankful ability of most of our Community seasons to proceed, allowing the retention of a significant part of Capitation revenues, and the prudent cost reduction measures taken by NNSW from the outset.

A key priority for Netball NSW was acknowledged to be help to relieve some of the individual cases of financial strain still being felt for various reasons. The President explained that the Financial Hardship Scheme that was announced by Netball NSW last month, with the Panel to be chaired by Carol Murphy, is designed to offer any affiliated Club or Association in NSW the opportunity to make a submission to Netball NSW on the grounds of genuine financial hardship as a result of COVID-19. Clubs and Associations are invited to submit applications for hardship funding due by next Friday, 25 September 2020. The President also reminded all that the closing date for several of our Awards closes on 30 September and to please consider any colleagues you consider deserving of being recognised.

The President then acknowledged the Presentations to follow on MyNetball Update and Constitutional Changes. On the later, she thanked Carol Murphy as Chair of the Governance Board Sub-Committee and all the Directors and staff involved for their sustained efforts in putting together and consulting on our proposed Constitutional reform package which is intended to be put for Council’s endorsement at the November Council meeting. The President noted that while Constitutional reform may not seem overly exciting to some, our strong governance is fundamental to the success of netball in NSW to ensure we have an appropriate framework in which to operate successfully.

Finally the President thanked the Netball NSW Board for their time and commitment throughout the COVID-19 pandemic to ensure netball was able to continue albeit in many different forms.

2. Minutes of the previous Council Meeting

2.1 Confirmation of the Minutes of the previous Council Meeting held on Saturday 02 November 2019

A copy of the Minutes from the Council Meeting held 02 November 2019 was distributed prior to the meeting.

There were no amendments received.

MOVED: Sutherland; **Seconded:** Fairfield. That the Minutes of the General Meeting of the Council held on 02 November 2019 be adopted as tabled.

CARRIED

ACTION: Publish the minutes of Council meeting 02 November 2019.

2.2 Business Arising from Minutes of the previous Council Meeting held on Saturday 02 November 2019

Nil.

3. Correspondence

3.1 Correspondence received

There are no items of correspondence to be tabled for this meeting.

3.2 Business Arising from Correspondence

Nil.

4. Applications for Membership

There were no applications for Membership received.

5. Notices of Motion

There are no notices of motion to put forward to Council.

6. Reports

6.1 Board of Directors Report

6.1.1 November 2020 Meeting

The second General Meeting of the Council for 2020 will be held on Saturday 07 November 2020, at Netball Central, 2 Olympic Boulevard, Sydney Olympic Park. However, due to the changing COVID-19 restrictions further changes to venue or meeting structure may be considered.

6.1.2 Board Appointments 2020

The President formally introduced Matt Miller as the newly appointed Appointed Director who was present in the room and gave a short background of his experience.

Noted as tabled.

6.1.3 Policies Updated

Noted as tabled.

6.1.4 2021 State Titles Venues

Proposed dates and venues for the 2021 State Titles were presented:

HART Senior State Titles	Saturday, 12 June to Monday 14 June 2021	Division 1 & 2: Liverpool City Netball Association Division 3 & 4: Bankstown City Netball Association
HART Junior State Titles	Saturday, 26 June to Monday 28 June 2021	Division 1 & 2: Penrith District Netball Association Division 3 & 4: Baulkham Hills Shire Netball Association
BING LEE Masters State Titles and Netball NSW Social Masters	Saturday 16 October to Sunday 17 October 2021	All Divisions: Wagga Wagga Netball Association

Claire Dale thanked those Associations who agreed to host the 2020 State Tiles when it was planned to split over 10 venues, which unfortunately was not able to proceed due to Public Health Orders in place at the time.

6.1.5 Vales

Noted as tabled.

6.1.6 Honours List Recipients

Noted as tabled.

MOVED: Inner West; **Seconded:** Ku-ring-gai. That the Board of Directors report be confirmed as tabled.

CARRIED

ACTION: No action required

6.2 Finance Report

6.2.1 Finance Report (for the Period Ending 31 July 2020)

The finance report for the period ending 31 July 2020 was distributed separately prior to the meeting.

Mike Anderson, Executive General Manager Finance & Strategy presented the financial report.

- Turnover is down 30% from the original budget.
- The 2020 revised budget showed a loss of (\$78k) at EBITDA level (earnings before interest taxation depreciation and amortisation).
- A full re-forecast of the 2020 budget was undertaken in early August and showed a significant improvement. \$394K profit forecasted for the full year at EBITDA level (including extra ordinary items such as JobKeeper and State Government Funding).
- The July 2020 high level summary of changes to the original budget: total expenditure reduction \$5.3M; revenue falls before Government funding (\$7.3M); Jobkeeper/NSW Government funding \$2.3M; net total impact \$0.3M.
- \$3.1M extra ordinary items (JobKeeper, State Government funding, etc) has had a positive impact on the budget.

- The August financial report is currently with the Board and the Audit and Risk committee for approval and finalisation. Further significant improvement is expected and the EBITDA profit for 2020 (when extra ordinary items are included) will exceed \$1M.
- There are still a number of uncertainties going into 2021. It is anticipated there will still be significant disruption in 2021 such as reduced sponsorship, withdrawal of JobKeeper subsidy, with revenues not expected to return to 2019 levels.

Questions to be submitted in writing by 23 September, responses will be collated and circulated with the minutes.

The President thanked MA and acknowledged the work and commitment from the Finance Team throughout the COVID-19 pandemic.

MOVED: Sutherland; **Seconded:** Liverpool. That the Finance report be confirmed as tabled.

CARRIED

ACTION: No action required

6.3 CEO's Operational Report

6.3.1 Staffing Matters

Noted as tabled.

6.3.2 Strategic Plan 2020-2022

The Strategic Plan for 2020-2022 was finalised in late 2019, after extensive community consultation. Due to the COVID-19 pandemic, the Strategic Plan is now under review to confirm our Strategic Priorities for 2021.

CC expressed her appreciation for the President's acknowledgement of all the work the staff has done throughout this very challenging time.

MOVED: Randwick; **Seconded:** Nelson Bay. That the CEO's report be confirmed as tabled.

CARRIED

ACTION: No action required

6.4 Appeals Tribunal Report – 2020 Competitions

Noted as tabled.

MOVED: Lynn Quinn OAM (LM); **Seconded:** Macleay. That the Appeals Tribunal report be confirmed as tabled.

CARRIED

ACTION: No action required

7. General Business

7.1 Presentation: NNSW COVID-19 Update

CC presented the COVID-19 update.

A summary of the Association survey was also presented.

CC thanked members for their ongoing support.

NOTED as presented.

ACTION: No action required

The meeting was suspended @ 11:35am for a 5 minute break.

The meeting resumed @ 11:44am

7.2 Presentation: MyNetball Update

Darren Simpson, Executive General Manager Community & Pathways, presented an update on the MyNetball replacement system.

The new system will be introduced in 2022.

Jennie Webster OAM, Liverpool, asked about website integration with NNSW, Associations and Clubs. Associations will be able to create their own website that is embedded in the PlayHQ system.

Doug McColl, Hills, asked about integration of other systems. NNSW will have input into what systems are integrated into PlayHQ.

Joy Gillett OAM, Penrith. asked how flexible is the system for extracting reports and information. We will be advocating for this flexibility.

Sutherland asked if Association's own websites will be able to be integrated into the system. We are hoping this will be possible.

Inner West asked about 2021 provision of service from Interact. NA is working with Interact and holding them to account.

Wendy Archer AM (LM) commented that NA is holding Interact to account.

NOTED as presented.

ACTION: No action required

Northern Suburbs (2 members & 2 observers) left the meeting @ 12:15pm

7.3 Presentation: Constitution Changes

Carol Murphy presented the proposed Constitution changes. The Governance Committee has been working on the proposed changes for a number of years, including legal advice throughout.

It is important to align with current Governance principles.

Lynn Quinn OAM: commented that members do not have a say in the appointment of Appointed Directors, and should be able to vote for the election of the President. CMu explained that it is important to be aligned with current Governance principles which NNSW's Constitution is currently not. CMu further explained that this proposed new "two tiered" approach means that the future President will need to be firstly elected as an Elected Director by the membership and then also supported as the best candidate by their fellow Board Directors which was a significant improvement to existing practice. The President, and immediate past President Wendy Archer AM (LM) (via Zoom), noted their strong support of the proposed change to the

Constitution. The members have their say in who is elected to the Board, and it is only one of those Elected Directors would be then elected as President by the Board.

As for Appointed Directors, the Board identifies skillsets within the Board, and Appointed Directors fill skills gaps and rotate from time to time as determined is needed by the Board. There are 2 Appointed Directors and 7 Elected Directors.

Carol Baiton, Fairfield asked what is the rationale behind allowing non-members to be nominated as a Board member. In the past there have been some nominees who were not previously Members who have had to register with an Association prior to being nominated and it was intended to alleviate the administrative tasks until they were indeed elected, in which case registration would occur before they formally joined the Board.

Manly: Agrees with the comments made by the President and CMu. There should be community representation on the Board. Associations need to see the Strategic Plan in order to vote for Directors who can deliver on the strategic vision. The Association would like more detailed information on nominees and in particular what skills the nominee has to deliver the strategic priorities. The President noted that the Director nomination form had been updated by the Governance Committee recently to expand on certain information by Board nominees but agreed with CMu that the nominations process is also under review.

Hills: asked why do we allow non-members to be nominated? CMu replied that NNSW continues to encourage members and Associations to nominate any member who has the skillset to ensure a proper balance of netball and other skills and experience sits at the Board level.

Lynn Quinn OAM (LM): acknowledged that having non-Director members on sub-committees could result in those sub-committee members then nominating to be a Director.

Kathy Rembisz, Shoalhaven commented that it is very important to have people on the Board who know how Associations work and what they need.

NOTED as presented.

ACTION: No action required

7.4 Life Member Plaque Presentation

It has been determined to present a plaque to each of our Life Members and Netball NSW will make these presentations at appropriate events.

Lynn Quinn OAM (LM) was awarded Life Membership in 2000. The President presented a plaque to Lynn and acknowledged her service & commitment to Netball.

The meeting concluded @ 1:06pm.

Participants were invited to remain online for a Thinktank Workshop on the Road to Recovery for 2021.