



MINUTES OF THE SPECIAL GENERAL MEETING

ON SUNDAY 9TH MAY 2021 AT 2PM

AT TOITU PONEKE SPORTS HUB, 49 KILBIRNIE CRESCENT, KILBIRNIE

1. Welcome

1. The Club's Chairperson, Hirata Titcombe (Hari) opened the Capital Swim Club Special General Meeting by calling it to order at 2:07pm
2. The Chairperson welcomed the Club's Life Members, Mark Watson from Swim Wellington, Club Members, and Non-Members of the Club
3. Meeting protocols were outlined including housekeeping, communicating, voting, error in the SGM Notice, Board's recommendations of all motions, and recent resignation announcement by Deputy Chairperson Geoff Brown as a Board Director
4. The majority of the Board agreed to the recommendations being provided by the Members at today's SGM.
5. A powerpoint presentation was used to assist the audience throughout the meeting.

2. Apologies and Proxies

1. No apologies were received
2. 13 written proxies were received, with seven (7) being held by one member - 1 of the 13 proxies was invalid.

3. Call for General Business

1. Update of current club affairs given by the Chairperson
2. Update given by Geoff Brown on Financials.

4. Confirmation of a quorum:

1. Confirmed.

5. Resolution:

“That all decisions made by the Board since 10 March 2021 be ratified, including that the Members can elect two (2) new Directors to join the Board, and that new Members are approved and all other routine day to day decisions by the Board can be carried out in accordance with the Club’s Rules and Constitution.”

1. The Chairperson asked that an amendment be changed to the resolution to increase the number of Directors from two (2) to three (3) following the resignation of Geoff Brown
2. The Chairperson clarified that it had been ‘business as usual’ since 15th March. No decisions or actions had been made but rather, they had been agreed upon
3. The Chairperson advised that the purpose of the SGM was to move the Board out of ultra vires today so that it could continue working on the Club’s strategic priorities
4. Sharon Pippas questioned the Minutes of the previous SGM and did not feel comfortable with supporting the motion and that few had read the minutes
5. The Chairperson advised that all Minutes to 15 March were available on the website

Motion was CARRIED by close majority.

6. Motion:

That all remaining Board Directors at the start of the SGM be removed of their board positions with effect from the end of this SGM, following Rule 5.1(b) of the Club’s Constitution, so a newly formed Board can be elected by the voting members.

1. The Chairperson explained the practicalities of voting for and against this motion in that if this motion was passed then the SGM would need to be adjourned to allow for valid nominations to be received to fill the appropriate Board quota of new Board members
2. The adjourned meeting would require, as per the Constitution to provide written notice to all Members not less than 28 clear days before the date of the next Meeting, as per Rule 18.
3. Warren Player queried whether it made sense for the agenda item of general business to be brought forward so that the general and financial updates could help Members to make more informed decisions. All Members agreed to this approach.
4. Geoff Brown gave an update on the Club’s financials (refer Appendix One).
 1. Sharon Pippas then asked to speak to a cash flow spreadsheet dated 9th May which she also handed out copies to Members.

2. Warren Player questioned the club's financial position, in particular, the dependency on grants. His view was that the high reliance upon grants for the club's financial health was unsustainable.

6. The Chairperson gave an update on the Board's actions which highlighted what they had planned followed by what they had done from October 2020 to March 2021 (refer Appendix Two).
 1. Craig Evans question the ongoing approach – commenting the symptoms were obvious, and questioned the cause. He also questioned the amount of time taken to deal with complaints.
 2. The Chairperson explained the complaints process they followed from SNZ while agreeing that all complaints have been time consuming. Especially those complaints which are continually re-litigated if the outcomes were not accepted by the Members.
 3. Warren Player asked whether the Club's Constitution could be updated with a process to deal with complaints. The Chairperson reiterated that it could however this would be duplicating what SNZ had already put in place which was transparent and already well used.
 4. Anton Nadilo advised that some people were not happy with how the complaints were being dealt with and asked what the common cause for the complaints was. The Chairperson cited confidentiality concerns.
 5. The Chairperson explained that the number of complaints received had significantly affected the ability of the Board to move forward with its strategic goals and plans as outlined in Appendix Two.
 6. Warren Player mentioned and reminded everyone that we were here for the kids to swim.
 7. Warren Player asked the question around the coaching structure with two coaches appearing to work together while one was going it alone and this appeared to be supported by the Board. This seemed to be a dysfunctional team.
 8. The Chairperson advised that all coaches are meant to report to Gary Hollywood and must work together as a team for the benefit of the swimmers and Club.

7. Jason Hunt advised that the club's culture was the Board's responsibility and it is not dealing with complaints in a satisfactory manner. He asked what was the major cause of the complaints?

8. Dave Clareburt advised that the club needed to stop complaining and laying blame for every little thing that went wrong.

9. Jason Hunt advised that complaints weren't small things and he wanted to know what the cause of all complaints were.
10. Matt Titcombe mentioned that it seemed like the member's complaints were getting a lot of air-time right now as opposed to the club's priorities.
11. The Chairperson explained that under the Employment and Privacy laws we could not discuss the details of the root causes of the complaints in this forum.

Motion was CARRIED by close majority.

6. Motion:

That amendments to the current Capital Swimming Club Constitution be notified to members (as per section 20 of the Club's current Constitution) in the next seven days and the SGM be adjourned to notify and pass the rules as per section 20.1 of the Clubs Constitution to ensure that as a minimum:

(a) no Ordinary member of the Capital Swim Club as defined in the Club's current Constitution is disenfranchised. That any member aged 17 and under will have a single vote that may be cast by a parent or caregiver of the member at any Club General Meeting.

1. Sharon Pippas advised that the present voting structure of the club is not fair and should have been changed before this., This motion will allow all Members to have a voice.

(b) to remove the requirement that at least four elected Directors of the Board must be a parent of a competitive swimmer or a competitive swimmer aged 18 or over. This is consistent with the Swimming NZ Constitution. This change will allow the Board to continue having up to 8 Directors as per section 4.1 (a) and up to 6 elected Board Directors as per section 4.1 (a) i with specific persons ineligible to apply as currently defined in section 7.0 of the Club's current Constitution.

2. Sharon Pippas advised that the Board make-up be changed to stop it going in and out of ultra vires all the time. Acknowledged that the contributions of Member Matteo Solinas and non-Member Dave Crampton were appreciated in helping to re-write the club's Constitution.

3. Joe O'Callaghan questioned 7(b) and the rationale for why remove parent's number requirements and not just reducing them. Would this lead to loss of balance on the Board?
4. The Chairperson in acknowledgement of Joe's comment advised that this made it less prescriptive and that hopefully common sense would prevail in terms of focusing on skills and experience needed on the Board.

(c) add to section 18.0 that a notice of an AGM is to be given at least 28 days before the AGM so that members know the date of the AGM and when they need to provide Notices of Motion and Board Director nominations. At present, the notice of time and place of the General Meeting only states that it has to be sent no less than 14 days before the meeting as per section 18.3 of the Club's Constitution.

5. No comments were raised.

All Motions were CARRIED by close majority.

7. Motion: Board Elections

Nominations have been received from club members Jacob Brown, Nikki Chapman and Jo Bognuda.

1. Each nominated Board Director was asked to say a few words about themselves.
2. Craig Evans and Gavin Cho questioned if this motion was valid now that the Board had been removed by the members.
3. Some members asked why they can't just run the club as a group of volunteers until it can vote on a Board.
4. The Chairperson advised that the Club still needs to run under the Club's Constitution and other legislations like the Employment Law and Health and Safety at Work Acts because the Club employs employees (coaches)
5. Geoff Brown advised that the Board needs to make it clear whenever Board members can be elected, again via the Club's Constitution
6. Gavin Cho advised that we need to look at the skill set of the Board Member and no offence but do the present ones have the required skill sets?
7. Matteo Solinas suggested that because this is a general meeting nominations can be taken from the floor

8. Sharon Mullins and the Chairperson advised that this is not the case. Only an AGM permits nominations being taken from the floor
9. The Chairperson explained that Directors who started at the start of the SGM will be removed at the end of the SGM followed by an adjournment involving a 28 day notice period to enable Board Nominations to be submitted for electing by Members
10. Warren Player asked if all of those nominated still wished to become Directors to the Club to which all three Board nominations replied YES
11. Sharon Pippas stated that Nikki Chapman could not be considered for election as she was not a financial member and therefore was not eligible to be nominated to the Board
12. Queries were made by Geoff Brown and Joe O'Callaghan about establishing eligibility for Nikki to be nominated as a Board Member but Sharon Pippas disclosed it was a financial matter.
13. Both the Chairperson and Deputy questioned Sharon Pippas timeliness of information given.
14. Jacob Brown and Jo Bognuda were voted on as Board Directors by Majority

The motions were CARRIED to accept the nominations of Jacob Brown and Jo Bognuda to the Board.

The motion was NOT CARRIED to accept the nomination of Nikki Chapman to the Board due to a technicality.

Note: 4 Voting Members left the meeting of which 1 voting member took 7 proxy votes with them.

9. Motion:

That the Head Coach provides reports, as necessary, to the board before board meetings, which may include reports to him from other coaches, and is permitted to attend board meetings to speak to these reports, and that reasonable notice of reporting deadlines and board meeting dates are required to be provided, which in each case are not less than 10 working days.

The motion was NOT CARRIED as it was noted that this is in the employment contract of the Head Coach.

10. Motion:

That the incoming board be mandated to approve, pass and distribute a Complaints and Disciplinary policy within 28 days after its first Board meeting to ensure the Club and all those undertaking roles on behalf of it complies with section 5.4 of the Swimming New Zealand's Member Protection Policy Manual. To not meet the deadline requires the Board to call a further General Meeting to address this motion.

The motion was **NOT CARRIED** as the membership agreed that it was not needed so did not vote on it.

11. Motion:

That within a two-month window following the election of the Board at the SGM, each member of the incoming board receives basic training on the Capital Swim Club Constitution, its relationship with Swimming Wellington and Swimming NZ Constitutions, the SNZ Membership Protection Policy Manual and the Incorporated Societies Act so it can govern and manage the Club appropriately in accordance with its Rules.

1. Barbara Ryan questioned who would do the basic training for new directors?
2. The Chairperson advised that Swimming Wellington would assist and there were also links and information available on the Nuku Ora (aka Sport NZ) website about good governance and financial management practices to assist Sports Boards.

The Motion was **CARRIED** by majority vote.

12. Motion:

That all Board meetings are minuted, approved at the following meeting and then published on the Club's website no later than a week following its approval. That the incoming board before the date of their second meeting after their SGM election publish and maintain on the Club's website a list of the scheduled Board meeting dates for a period of no less than the next 3 months for Coach and members information.

1. Some Members questioned why the Minutes were public on the website and why they couldn't be placed on a 'members only section' of the website like they used to be.
2. The Chairperson advised that this was a good point that would be noted for the incoming Board to look into
3. Some Members mentioned that it was all about transparency.

The Motion was **CARRIED** by majority vote.

13. Motion:

That the incoming board be mandated to approve, pass and distribute a Communications and Social Media policy including the taking of videos and images of children within 28 days after its first Board meeting to ensure the Club and all those undertaking roles on behalf of it complies with section 3 of the Swimming New Zealand's Member Protection Policy Manual. To not meet the deadline requires the Board to call a further General Meeting to address the motion.

The Motion was **CARRIED** by majority vote.

14. General Business:

This was discussed before item 6 of the Agenda.

15. Close of Meeting.

The Chairperson thanked all 50+ members for attending today's SGM.

The meeting closed at 3:45pm.