



TO: **PRESIDENT: TIM DODDS**
DIRECTOR: ISIDORO BELLUZZO
DIRECTOR: HEATHER COWDEN-TONKES
DIRECTOR: SANDRA WALLACE
DIRECTOR: MATTHEW ROMAINE
DIRECTOR: KAREN GATTO
DIRECTOR: JEFF KREBBEKX
INDEPENDENT DIRECTOR: PIA BENTICK
INDEPENDENT DIRECTOR: KAY MATTHIAS
CARETAKER CEO: TARYN SEXTON
BUSINESS SERVICES MANAGER: LOUISE MCDERMOTT

SUBJECT: **BOARD MEETING MINUTES**

FOR THE MEETING: **MONDAY 26 July 2021 at 12:39pm via Zoom**

Bowls SA acknowledges the traditional owners of the land on which we meet today and respects to their Elders past and present and extend that respect to other Aboriginal and Torres Strait Islander people who are present today.

- 1. Present:**
PRESIDENT: TIM DODDS
DIRECTOR: ISIDORO BELLUZZO
DIRECTOR: HEATHER COWDEN-TONKES
DIRECTOR: SANDRA WALLACE
DIRECTOR: MATTHEW ROMAINE
DIRECTOR: KAREN GATTO
INDEPENDENT DIRECTOR: PIA BENTICK
INDEPENDENT DIRECTOR: KAY MATTHIAS
CARETAKER CEO: TARYN SEXTON
BUSINESS SERVICES MANAGER: LOUISE MCDERMOTT

- 2. Apologies**
Director: Isidoro Belluzzo
Director: Jeff Krebbekx

- 3. Conflicts of Interest**
TD - Member of Henley and President of SA Police Bowling Club
KG - Member of West Lakes Bowling Club
SW - Member of Club Holdfast and Adelaide Bowling Club
JK - Member of Adelaide Bowling Club
MR - Member of Payneham Bowling Club
IB - Member of Bordertown Bowling Club
HCT - Member of Club Holdfast Bowling Club
PB - Member of Sturt Bowling Club
KM – Member of Watervale Bowling Club

The Chair thanked everyone for attending virtually and advised that the meeting was being recorded for the purpose of taking minutes. He welcomed the Caretaker CEO to her first meeting and thanked her for her efforts to date and in the preparation of the agenda.

4. Confirmation of Minutes

Kay Matthias moved:

That Minutes of the Board Meeting held on 28 June 2021 be confirmed as a true and correct record.

Seconded: Sandy Wallace

CARRIED

5. Business Arising

5.1 Annual General Meeting Update

Matthew Romaine moved:

That a budget of up to \$5000 is approved to support the livestreaming and audio-visual requirements of the AGM.

Seconded: Sandy Wallace

CARRIED

5.2 AGM Voting Procedure

Note:

This was a late item circulated separately

This item does not relate to the appointment of independent directors, which is a separate process. The two independent directors' terms expire in December and these positions are appointed by the Board.

Matthew Romaine moved:

That pending the opinion of the honorary solicitor, the attached Notice to Members Explaining the Voting Procedure is endorsed by the Board for circulation to voting members, with the addition of a sentence to make clear that the procedure has been determined by the board, quoting section 24.2.9 of the constitution: "Voting shall be conducted in such a manner and by such a method as may be determined by the Board from time to time."

That a working party is formed to assist the CEO with any matters relating to the AGM or voting procedure between Board meetings and that Tim Dodds, Pia Bentick and Matthew Romaine are members of the working party.

Seconded: Karen Gatto

CARRIED

5.3 Notices of Motion

It was noted that under clause 14.1 of the constitution and by law 15.1, it is the role of the Board to determine the fee for membership, rather than a matter on which the membership can vote.

Action:

Caretaker CEO to confirm with the Honorary Solicitor or Bowls Australia legal team that this interpretation is correct and report back to the Board.

Moved Karen Gatto:

That an extraordinary meeting of the Board is called to address this and other outstanding matters relating to the upcoming AGM, and this meeting to be held at a date sooner than 30 days prior to the AGM.

Seconded: Matt Romaine

CARRIED

6. Strategic Items

6.1 Strategic Plan Progress Report

The report was noted.

Karen Gatto moved:

That the list of updates to the Board Agenda and Reports is endorsed.

That the creation of a Board dashboard incorporating the key Strategic Plan metrics as outlined in this report is created and included in every Board Agenda going forward.

That the items to be considered in the Review are noted.

Seconded: Sandy Wallace

CARRIED

Board members are asked to send any updates on items in the progress report to the Caretaker CEO to capture.

6.2 State-wide Facilities Audit and Master Plan Update

The report was noted.

Actions:

CEO to contact Jeff Dry and report back with an update on potential next steps with any relevant costings, noting the Board resolved in January 2021 to allocate a budget of \$7500 to this, however this was not included in the 21/22 budget.

CEO to contact Lockleys Bowling Club to offer Bowls SA support in the preparation of their Bowls Australia National Centre of Excellence application.

6.3 Bowls SA Review Update

The report was noted.

7. Financial Report

Kay Matthias moved:

That Tim Dodds and Heather Cowden-Tonkes are delegated to sign the Statement by the Board and any other relevant Audit documents on behalf of the Board.

That approval of the following payment types requires two approvers, at least one being a Board Member:

- *batch payments of Accounts Payable*
- *payroll*

That the following Board Members become bank signatories:

- *Heather Cowden-Tonkes*

That Jessica Alvaro is removed as a bank signatory effective on or prior to her last day of employment with Bowls SA.

That the quarterly investment review and 15.5 % growth in the investment portfolio is noted.

That the \$29,431.30 in the cash account, representing dividends, is brought to account.

That the forecast is noted.

That the Board task the Caretaker CEO with leading a sponsorship sales strategy.

That the Board notes this is the last year of ORS Stream One grant funding.

Seconded: Sandy Wallace

CARRIED

Further, it was noted that future Financial Reports will include a solvency statement and Board signatories will be considered each year at the September meeting post AGM.

8. Chief Executive Officer Report

The report was noted.

9. Officer Reports

9.1 Business Services Manager Report

The report was noted.

10. Bows Australia

10.1 Participation and Program Officer (RBM) Report

The report was noted.

10.2 Bows Australia Governance Review Update – deferred to next meeting

10.3 Additional RBM

Consideration of an additional RBM or equivalent resourcing from national to be covered in the Review.

Karen Gatto left meeting 2:45pm

Kay Matthias left meeting 2:45pm

11. Resolutions not in Meeting

In accordance with the process outlined in the constitution, the following resolutions were passed outside of meetings and are noted here:

Resolution:	Date Resolved:
<i>That effective immediately, Caretaker CEO, Taryn Sexton be appointed as Public Officer.</i>	29 July 2021
<i>That the Board of Bows SA resolves to: Approve the request for Mount Pleasant to transfer from Hills Association to Barossa and Light Bows Association.</i>	6 July 2021

12. Register of Correspondence

The following correspondence was noted:

- Change of Public Officer Particulars

13. Sub Committees

Sub Committee	Minutes attached for noting
Coaching and Junior Development Committee	Nil meeting
Hall of Fame and Life Member Committee	Nil meeting
Seniors Committee	Nil meeting
Officiating Advisory Group	Nil meeting
State Events Committee	Nil meeting
Policy, Constitution and By Law Committee	Nil meeting
Finance and Audit Committee	Nil meeting
Marketing and Media Committee	Nil meeting

14. Nil Other Business.

15. Forward Meeting Schedule for noting:

All meetings will commence at 12:30 pm and will be held in person at Club Holdfast and via zoom, unless otherwise noted.

Monday 30 August 2021

Monday 27 September 2021* meeting will follow the AGM to be held at 1pm
Monday 25 October 2021
Monday 29 November 2021
Monday 31 January 2022

16. Meeting Closed: 2:50pm

Signed by Chair:

Date: