

## Board Meeting Summary

**Date:** Monday, 18 March 2024

**Time:** 6:30pm

**Location:** Microsoft Teams

### Board of Directors and Staff Attendees

Chair	Directors	MNSW
Director Bowditch	Director Chelsea Cheney (Deputy Chair) Director Nathan Hussey Director Ian Lieblich Director Tanya Raffoul	Daniel Rushworth CEO Wendy Haddad EA

### No Item

#### 1. Meeting Opening

1.1. Meeting opened by Director Bowditch at 6:30pm.

#### 1.2. Apologies

There were no apologies noted. Director Lieblich advised that he will be joining the meeting approximately 6:45pm.

Chairperson Bowditch advised that Director Wong had issued her resignation from the MNSW Board effective from Friday 15<sup>th</sup> March 2024. This was due to family commitments.

The Board discussed the Director Nominations which are currently open. Chairperson Bowditch requested that the Board share the LinkedIn post and gauge interest from within the community to fill the current vacancies.

#### 1.3. Conflict of Interest Declarations

Madeleine Bowditch (Chair) - Member of Bankstown Wiley Park MCC	Chelsea Cheney (Deputy Chair) - Member of Cooma MCC - Member of Goulburn MCC - Far South Coast MCC - AMCROSS	Nathan Hussey Member of Manly Warringah MCC
Ian Lieblich Nil	Tanya Raffoul Member of St George MCC	Daniel Rushworth (CEO) Nil

#### 1.4. Previous minutes confirmation

The minutes for the January 29, 2024, meeting were confirmed by the Board.

**Moved – Chairperson Bowditch**

**Seconded – Director Hussey**

**1.5. Delegates Minutes Review – 22 Feb 2024**

It was noted that the draft Delegates Minutes had been loaded to Sharepoint for the Directors to review prior to close of business Thursday 21<sup>st</sup> March 2024.

**1.6. Matters Arising/Action List**

No.	Date Opened	Matter	Owner	Status
1	31 Jul 23	CEO to provide the Board with an update on the Horsley Park lease and Club Zone matter. <b><i>This is in progress.</i></b>	CEO	In Progress
2	31 Jul 23	CEO to develop and include high concerning top 10 risks within future Board packs. <b><i>The CEO advised that this is currently with the FRAP Committee to review.</i></b>	CEO	In Progress
3	4 Dec 23	Director Cheney to schedule a meeting with Director Hussey & CEO regarding Licensing and Recapitalization. <b><i>The CEO advised that a meeting is scheduled on Thursday 21 March 2024 to discuss this.</i></b>	CC	In Progress
4	4 Dec 23	Director Lieblich to present the updates regarding the MNSW 23-25 Strategic Plan. <b><i>This is in progress.</i></b>	IL	In Progress
6	29 Jan 24	CEO to liaise with Director Raffoul regarding any assistance with Eastern Creek Speedway. <b><i>This is in progress.</i></b>	CEO	In Progress
8	29 Jan 24	CEO to draft a Policy Discussion Paper on Self-Scrutineering. <b><i>This is in progress.</i></b> <b><i>A discussion took place surrounding when the community will be advised on this further. The CEO noted that a memo will be sent once the pilot has been completed this coming weekend.</i></b>	CEO	In Progress
11	29 Jan 24	<u>Electronic Timing Systems</u> CEO to investigate preferred supplier opportunity. <b><i>This is in progress.</i></b>	CEO	In Progress

Director Lieblich joined the meeting at approximately 6:40pm.

At approximately 6:45pm, Jon Lefebvre and Ben Williams joined the meeting.

### 1.7. **MX State Championships Update**

Ben Williams spoke to a presentation deck he shared with the Directors. The following was noted:

- There has been a slight increase in the participation numbers for the MX State Championships
- The MXW Women's Class has ten participants – there has never been this many women participating in the one race. This makes the class a championship class
- There is a total of 317 participants so far, with people entering multiple classes
- Expressions of interest were sent to the community for the opportunity to officiate the State Titles and eight responses have been received
- Officials mentoring program – the Sport Development Manager spoke of the opportunity for officials across the community to nominate and officiate at the MX State Titles. Over 20 nominations were received for the MX State Titles and other disciplines.
- Social Media – reinstatement of the NSW Motocross State Titles page, social media plan for pre-event, during and post event plans were noted

### 1.8. **Operational Update – Partnerships, Supp Regs**

Chairperson Bowditch queried the supp reg process, current pain points and plans to uplift the process. Jon advised that the current process is being investigated as a matter of priority, with plans to conduct a deep dive to best determine what support clubs and the MNSW staff require and how the current process can be uplifted. Lessons learned and best practice from other SCBs will also be incorporated into this process. Chairperson Bowditch requested that the Board be provided regular updates as to progress.

#### **Action - Supp Regs Process Update to be provided to Board**

Ben Williams left the meeting at approximately 7:20pm.

Jon Lefebvre provided a commercial partnerships update and noted that most companies do their planning in the last quarter for the following year. Unfortunately, MNSW is late for 2024 as most companies have allocated their partnerships from 2023.

Jon Lefebvre left the meeting at approximately 7:37pm.

## 2. **Matters for Decision**

### 2.1. **Motions**

#### 2.1.1. **MNSW Constitution Motion**

MNSW Directors to form a position on the below motion.

Notices of motion

The following motion is proposed as a **special resolution**.

**THAT** the Constitution of Motorcycling NSW Ltd be amended as follows:

1. Clause 15.1(a)(i) is deleted and replaced with:  
*(iii) must, three times per calendar year, and approximately every four months; and*
2. A new clause 15.3(d) is inserted as follows, with existing clauses 15.3(d), (e) and (f) renumbered (e), (f) and (g) respectively:  
*(d) A Delegates Meeting must be conducted in a hybrid format, affording Voting Members the opportunity to attend in person or online, unless otherwise approved by a majority of Voting Members for a particular meeting.*
3. A new clause 22.1(a)(iii) is inserted as follows:  
*(iii) the meeting, if a Delegates Meeting, must also afford Voting Members the opportunity to attend in person unless otherwise approved by a majority of Voting Members for a particular meeting*

The following motion is proposed as an **ordinary resolution**.

**THAT** if the above special resolution is passed, the board of Motorcycling NSW Ltd is authorised to prepare and execute all necessary documents and take all necessary actions as are required to effect that resolution.

Director Bowditch advised that she had sought advice from Legal regarding the draft wording she had prepared. Legal had confirmed the wording was appropriate, and suggested the Board consider whether the clauses include additional wording, "*unless otherwise approved by a majority of Voting Members for a particular meeting*".

The Board discussed this and the implications it could have on future meetings and the potential for safeguarding meetings in the event that a pandemic similar to Covid should reoccur was discussed, as this would ensure that MNSW would not be operating against its Constitution should meetings not be possible to take place in person. The implications surrounding on how and when the voting would occur was discussed. It was agreed that Chairperson Bowditch would liaise with Legal to seek greater clarity on the wording of these clauses. The Board otherwise endorsed the resolution for inclusion at the AGM.

**Action – Chairperson Bowditch to liaise with Legal on the wording of this clause.**

Director Bowditch requested a review of the MNSW Delegates Meetings Calendar should the motion be endorsed, as the meetings will need to be set every four months. It was also noted that the December meeting would be held in person to allow for a Christmas celebration.

**Action – EA to revise the Delegates Meeting Calendar and organise for the December meeting to be held in person with catering.**

### 2.1.2. MA Constitution Changes

MNSW Directors to form a position on the motions which have been presented by MA to the MA Council. The Board discussed the motions. The Board agreed it would be preferable if MA provided further information and the opportunity for Q&A on the proposed changes with SCB boards. It was also noted that the MA Constitution would be reviewed as part of the Organisational Improvement Initiative and that there are many aspects that need addressing, beyond the clauses put up for the resolution, and that it would be preferable to undertake a broader uplift.

It was agreed that all three of the proposed motions be rejected on the basis that this needs to be a part of the organisational improvement initiative. Any constitutional changes need to have engagement with the SCBs along with a Q&A with the Boards to allow for comments and discussion.

### 2.1.3. MNSW Nominations Committee

MNSW will be required to stand up the Nominations Committee for the purposes of interviewing and reviewing candidates for MNSW Director Positions leading into the MNSW AGM.

The CEO and Board discussed the need for a Nominations Committee and potential Committee Members.

### 2.1.4. Motocross Sports Committee Request

The CEO advised that a submission was received from the MX Sports Committee regarding additional support for the 2024 MNSW AJMX Team which will be traveling to Western Australia later this year. The CEO spoke to the submission received.

The Board unanimously agreed with the recommendation.

## 3. Matters for Discussion

### 3.1. CEO Report

#### 3.1.1. Operational Performance and Overview

The CEO advised that the move to Sydney Olympic Park has been completed. Staff are settling in well and the new tenant is now in place at Cooper Street. Engagement is occurring with other sports and the CEO noted that he has been in discussions with the Sport NSW CEO which will be beneficial for Government related opportunities.

The CEO advised that he is currently working on the new position description for the Program and Inclusion Officer. This position is linked to funding provided through NSW Office of Sport Organisation Support Program and will be advertised in the coming week.

Director Hussey queried whether the Program and Inclusion Officer would be included in the Participation Sub Committee. The CEO advised that they would be included, along with Ben Williams and would both be involved as staff of MNSW.

### **3.1.2. Western Sydney Parklands**

Director Raffoul confirmed with the CEO that MNSW is awaiting a reply from Mr Paul Scully, Minister of Planning and Public Spaces. Director Raffoul offered to provide contact details for Mr Scully's Chief of Staff.

**Action – Director Raffoul to liaise with the CEO and provide contact details for Mr Scully's Chief of Staff.**

Director Raffoul left the meeting at 8:39pm.

## **3.2. Significant Issues**

### **3.2.1. MNSW Leaders and Officials Insurance and Risk Mitigation Seminar**

The CEO advised that the seminar was well received by the community. Director Cheney advised that she had received positive feedback following the seminar.

### **3.2.2. RiderNet**

The CEO advised that a recent RiderNet meeting was not attended by MNSW due to staff being on leave, however, would obtain details on what was discussed and provide an update to the Board at the next meeting.

## **4. Matters for Noting**

### **4.1. Key Dates**

Chairperson Bowditch noted the key dates –

- MNSW Delegates Meeting April 17
- 2023 Annual General Meeting May 23

## **5. Finance Report**

### **5.1. Finance Review**

The finance reports were taken as read. There were no further questions or comments.

### **5.2. Club Loans**

The CEO advised that the Wollongong Club Loan was signed and payment was made on the new tractor which was also insured. Loan details have been sent to Wagga Wagga for their club to review which is for their facility upgrade. Wagga Wagga was also requested to send through the updated and final invoice.

## **6. Forthcoming Strategic Decisions**

### **6.1. Sub Committee Updates**

#### **6.1.1. Governance**

The CEO confirmed that the Officials Charter has been published and nominations have already been received. The closing date for nominations is 29<sup>th</sup> March 2024.

Chairperson Bowditch advised that in regard to potential future Constitutional changes required of all sporting organisations relating to gender equality, MNSW should update some of its Charters to allow for 40% women, 40% men and 20% other as ideal configurations of the Board and Nominations Committee going forward. The CEO noted that the Nominations Charter followed by the Governance Policy will be updated and provided for review.

**Action – Nominations Charter & Governance Policy to be updated to prepare for the forthcoming gender equality legislation.**

### 6.1.2. Finance, Risk, Audit and Properties

Director Cheney advised that the FRAP Committee will be progressing finance modelling ToRs in the event of a recapitalization call. The Committee is also working on the investment strategy.

### 6.1.3. Investigations

Director Lieblich advised that the third-party investigator had completed their investigation into the former Board, and the Investigations Committee were recommending that this matter now be closed. There were no objections.

### 6.1.4. Participation

Director Hussey advised that he will be following up with Ben Williams regarding the Participation Sub Committee membership in the coming week.

**Action – Director Hussey to contact Ben Williams to discuss the Participation Committee members.**

## 6.2. Sports Committee Update

The report was taken as read.

### 6.2.1. Sports Committee Meeting Minutes

The report was taken as read.

## 7. General Business

### 7.1. St George MCC

The CEO noted that Michael Rooke had stood down as President from the St George Motorcycle Club. The St George MCC AGM was held last week, and the CEO attended. Michael O'Brien is the new President.

## 8. Meeting Close

8.1. Chairperson Bowditch declared the meeting closed at 9:37pm.

**8.2.** Matters Arising as of 18 March 2024

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6	29 Jan 24	CEO to draft a Policy Discussion Paper on Self-Scrutineering.	CEO	In Progress
8	29 Jan 24	<u>Electronic Timing Systems</u> CEO to investigate preferred supplier opportunity.	CEO	In Progress
11	18 Mar 24	MNSW Senior Staff to provide the Board with an update on the deep dive to the supp regs and uplift process at the May Board Meeting	CEO, JL, BW	In Progress
12	18 Mar 24	Chairperson Bowditch to liaise with Legal on the wording of this clause.	MB	In Progress
13	18 Mar 24	EA to revise the Delegates Meeting Calendar and organise for the December meeting to be held in person with catering.	EA	In Progress
17	18 Mar 24	Director Raffoul to liaise with the CEO and provide contact details for Mr Scully's Chief of Staff.	TR	In Progress
19	18 Mar 24	JL to engage with Sport & Event Officers regarding RiderNet issues.	JL	In Progress
21	18 Mar 24	Nominations Charter to be updated to reflect the gender equality legislation.	CEO	In Progress
22	18 Mar 24	Director Hussey to contact Ben Williams to discuss the Participation Committee members.	NH	In Progress