

MINUTES
ANNUAL GENERAL MEETING
AUSTRALIAN BRIDGE FEDERATION
Held at ABF Headquarters, 4/51 Tennant Street, Fyshwick
24 March 2012
Time 9.30am - 4.00pm

1. Identification of Attendees

1.1. *Roll Call*

ACT	R Nixon, P Kahler
NSW	B Neill
NT	P Nunn
QLD	K McDonald (Chair), C Page
SA	D Marler
TAS	D Cooper, A Richman
VIC	Q Van Abbe
WA	A Stralow, N Dutton
Minute Secretary	J Rasmussen

1.2. *President welcomes new Councillors and thanks retiring Councillors.*

President thanked Keiran Crowe Mai and Carolyn Leach for their time on ABF Council. President welcomed Bruce Neill and Tim O'Loughlin to council.

1.3. *Bona Fides of each person present voting or observing*

Confirmed.

1.4. *Apologies*

J Foster, E Nunn, T O'Loughlin and S Hinge
E Magner (Legal Counsel)
L Kelso and K Morrison (Supplemental Councillors).

2. Minutes of Previous Meeting

2.1. *Chairman's power to vary Agenda as circumstances dictate*

2.2. *Confirmation*

Minutes of the meeting 26 March 2011 were confirmed.
Moved Dallas Cooper, seconded Dianne Marler

2.3. *Matters arising*

2.3 *Minutes of Previous Mid Year Meeting (10 September 2011)*

2.4 *Confirmation*

Minutes of the meeting 10 September 2011 were confirmed
Moved Dallas Cooper, seconded Dianne Marler

2.5 *Matters Arising*

3. Election of Office Bearers

As 2012 is an election year, in accordance with clause 10 (6) of the Constitution, the positions of President, Secretary, Treasurer and two ordinary members of the Management Committee. Nomination forms were sent to all Councillors and States in accordance with the Constitution.

President – K McDonald elected unopposed.
Secretary – D Marler elected unopposed.
Treasurer – R Nixon elected unopposed.
Management Committee Members:
A Stralow elected unopposed.
S Hinge elected unopposed.

Noted that the elected officials are elected until the AGM 2014.

4. Appointments

4.1. *General Counsel*

Professor Eilis Magner was re-appointed. Charles Page asked that his “nay” vote be recorded.

4.2. *Public Officer*

Julia Hoffman was re-appointed.

4.3. *Auditors*

Moore Stephens were re-appointed.

4.4. *Delegate for APBF*

Richard Grenside

4.5. *Delegates for Zone 7*

Julian Foster and Professor Eilis Magner were elected by Council

5. Executive Reports

Note: All reports in items 5, 6, 7, 8, 9 and 10 were pre-circulated.

All reports gratefully accepted. The relevant Councillors spoke to each report and answered questions. Only the discussion to each report is minuted.

5.1. *Presidents Report (K McDonald)*

5.2. *Secretary's Report (D Marler)*

3. Change to Alan Woods Ranking Scheme

5.3. *Treasurers Report (R Nixon)*

5.4. *General Counsel's Report (E Magner)*

No advice will be given to individual counsellors.

5.5. *James O'Sullivan Foundation*

ABF's line of credit to the limit of \$100,000. Funding now available for equipment and technology. Bequests to the Foundation welcomed.

6. Committee Reports

6.1. *Tournament Committee Report (K Morrison)*

6.2. *Finance Committee Report (R Nixon)*

6.3. *Masterpoint Centre Report (D Weston)*

6.4. *Systems Committee (L Kelso)*

6.5. *Ethics Committee Report (E Magner)*

6.6. *National Authority Report (E Magner)*
No Report

6.7. *Regulations Committee (L Kelso)*

6.8. *Masterpoint Unit Report (D Anderson)*

6.9. *Player Liaison Committee Report (D Marler)*

6.10. *Youth Committee Report (D Stern)*
No Report

6.11. *Newsletter Committee Report (A Richman)*

6.12. *National Directors Accreditation Committee (J Brockwell)*
Check with Chairman as to the dissemination of information.

Action: JR

6.13. *State Directors Accreditation Committee (R Grenside)*
No Report

6.14. *Library Committee Report (T Bourke)*

6.15. *Governance Report (N Dutton)*

6.16. *Marketing Committee Report (A Stralow)*
(i) Joan Butts addressed the council on her pre-circulated report.
(ii) Sandra Mulcahy addressed the council on her pre-circulated report.

President thanked both ladies for their reports.

6.17. *Olympic Liaison Committee Report (K McDonald)*

6.18. *President's Meeting (K McDonald)*

6.19. *Women in Bridge Committee (D Marler)*

7. ANC Calendar

- 7.1. *ANC 2012 Darwin (P Nunn)*
- 7.2. *ANC 2013 Adelaide (T O'Loughlin)*
No Report

8. Tournaments & Licensed events

- 8.1. *2011 GNOT (J Brockwell)*
- 8.2. *2012 Summer Festival of Bridge Report (S Mullamphy)*
- 8.3. *2011 Open and Women's Playoffs (R Grenside)*
- 8.4. *20101 Senior Playoffs (D Stern)*
- 8.5. *2011 GNP (J Brockwell)*
- 8.6. *2011 Australian Swiss Pairs and Roger Penny Senior Swiss Pairs (B Kelly)*
- 8.7. *2011 Hans Rosendorff Memorial Women's Teams (S Young)*
- 8.8. *2011 Barrier Reef Teams (K Ellaway)*
- 8.9. *2011 Autumn National Teams (D Marler)*
- 8.10. *2011 Western Senior Pairs (J Reynolds)*
- 8.11. *2011 Golden West (A Stralow)*
- 8.12. *2011 Swan River Swiss Pairs (H Yovich)*
- 8.13. *2012 Gold Coast Congress (T Tully)*
- 8.14. *2011 NT Gold (P Nunn)*
- 8.15. *2011 Spring Nationals (M Scudder)*
- 8.16. *2011 VCC – (M Bertuna)*
- 8.17. *2011 Coffs Harbour – (P Houlton)*

9. WBF Tournaments

- 9.1. *APBF Championships, Malaysia (R Grenside)*
- 9.2. *World Team Championships, Veldhoven (R Grenside)*

10. Independent Organisations

- 10.1. *ABDA Report (S Mullamphy)*

11. Notice of Motion

11.1 The capitation fee for each registered player with the Australian Bridge Federation is set at \$14.00 for the financial year 2013 and \$15.00 for the financial year 2014 and thereafter until further notice. (attached).

Motion carried. Awaiting 2/3rds majority in writing from State Associations.

11.2 The ABF establish a sub-committee of three councilors to review current arrangements and develop proposals to ensure that the ABF Constitution and governance arrangements meet the following objectives. (attached)

Council recommended that this motion be sent to the Governance committee to write the terms of reference

11.3 The ACT does not have a state based congress. (attached)

Council recommended that this motion be sent to the Management Committee for discussion.

12. Masterpoint Centre Project – P Busch

Most improved player award to be reinstated. Secretary to consult with P Busch. **Action: DM**

13. ABF Website Project – S Hinge

1. Interim Committee – Q Van Abbe
2. VBA Response Interim Committee – K Frazer

15. General Business

15.1. *Honoraria*

CTD was the only recipient of an Honorarium. All other payments were retainers.

15.2. *Committees 2012*

New Technology Committee formed. S Hinge to Chair.

15.3. *AGM 2013 and Mid Year Meeting 2012 Dates*

AGM Saturday 18th and Sunday 19th May 2013 11am start on Saturday
Mid-Year Saturday 8th September - Sydney

15.4. *President's Meeting*

Secretary to write to Presidents.

Action: DM

15.5. *Any other Business*

15.6. *Meeting Close*

The Chair declared the meeting closed at 4.00pm.



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8 February, 2012

To All ABF Councillors
State Secretaries of QLD, NSW, ACT, VIC, TAS, SA, WA, NT
From ABF Secretariat
Subject Notice of Motion for ABF AGM 24 March 2012, Canberra.

NOTICE OF MOTION

After discussion at the Management Committee and for the reasons indicated below the following motion will be placed before the meeting to be held on 24 March 2012.

The capitation fee for each registered player with the Australian Bridge Federation is set at \$14.00 for the financial year 2013 and \$15.00 for the financial year 2014 and thereafter until further notice.

Proposed: R Nixon, Seconded: K McDonald.

EXPLANATION:

The ABF has been sustaining losses in its financial position for each of the past three years totalling over \$180,000. All areas of expenditure have been reviewed to ensure that all possible savings are achieved. These reviews will continue. However it is necessary to increase the capitation fee from 1 April 2013 and a further increase from 1 April 2014. A full set of accounts will be distributed before the AGM and will be discussed at the AGM.



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9th March, 2012

To All ABF Councillors
State Secretaries of QLD, NSW, ACT, VIC, TAS, SA, WA, NT
From ABF Secretariat
Subject Notice of Motion for ABF AGM 24 March 2012, Canberra.

NOTICE OF MOTION

"The ABF establish a sub-committee of three Councillors to review current arrangements and develop proposals to ensure that the ABF Constitution and governance arrangements meet the following objectives:

1. empowers the representatives of the states that form the ABF, noting that the "powers of the Federation are vested in the Council,
2. provides an effective means of setting the goals and objectives of the ABF,
3. provides a transparent, compliant and accountable budgeting process, and
4. provides a reporting structure that provides timely advice to ABF stakeholders of ABF activities, their cost, and how they benefit members of the ABF."

The sub-committee to develop a proposal for ABF Council consideration at its next meeting.

Attached is a short paper discussing this agenda item and example annual report from the NSWBA.

2. Noting that the ACT does not have a state based congress such as the Gold Coast Congress, SNOT, ANOT or Victor Champion Cup and that the ABF took over the Summer Festival (the then major ACT congress) under arrangements where it paid compensation to the ACT bridge association (since withdrawn), the ABF Council requests the Management Committee to develop a proposal to restore equity, either by transferring a reasonable section of the Summer Festival to ACT control to reflect the loss incurred when the Summer Festival was transferred or to restore equitable financial compensation.

Such proposal to be developed for consideration at the next ABF Council meeting.

Proposed: P Kahler, Seconded: R Nixon

BFACT Agenda Item on ABF Governance

Preamble and Assumptions

The following statements and assumptions are relevant:

- a. First and most importantly, the excellent and dedicated work of past and current office holders (both councillors and committee members) is fully acknowledged. The success of the ABF can be largely attributed to their professionalism and diligence.
- b. Governance, reporting and transparency requirements are constantly changing and increasingly more onerous. Regular review is required.

Current Governance Position with the ABF Council

According to ABF Constitution

The ABF is run by the ABF Council that consists of the representatives of each of the State bodies.

The ABF Constitution states:

“POWERS AND COMPOSITION OF THE COUNCIL

5. (1) The powers of the Federation are vested in the Council which may (subject to the provisions of this constitution) do anything consistent with any of the objects of the Federation.
- (2) The Council shall consist of the Full Councillors (two of whom shall be appointed by each State) who shall have the right to vote at Council meetings and any Supplemental Councillors (including acting Supplemental Councillors) who shall be entitled to attend and speak at but not to vote at Council meetings but shall be entitled to vote as a member of any Committees to which they are appointed.
- (3) The Management Committee constituted in accordance with clause 16 shall manage the affairs of the Federation when the Council is not in session and subject to the directions of the Council shall be entitled to exercise the powers of the Council accordingly.”

Comments on Current Management of the ABF

The management of the ABF is not perceived to operate in accordance with the ABF Constitution. The following points are relevant:

- a. The ABF Council does not currently exercise the “powers of the Federation” and does not currently provide effective direction to the Management Committee. This statement is made based on the perceptions of a number of former and current councillors and the current practise whereby the Management Committee effectively runs the ABF without ongoing, regular and specific direction from the Council.
- b. The one significant power of the ABF Council is to elect the members of the Management Committee. The rest of the time is taken up with consideration of reports from a myriad of committees (some active but many moribund) and events. This drowns the Council in a myriad of detail but does not empower it to exercise “the powers of the Federation”. At best, the Council currently refers matters to the Management Committee whereas the Council should provide direction to the Management Committee. *The Management Committee should provide all Committee Reports as part of the Agendum for the Annual Meeting and should include an executive summary indicating a list of those action items that need to be considered by the Council. Of course,*

individual Councillors could raise additional items if required. This would free a considerable amount of Council time for the activities proposed in this Agendum item.

- c. Currently, there is no consolidated and promulgated list of agreed ABF goals and objectives for each year. *The ABF Constitution indicates that the Council should provide agreed goals and objectives in order to coordinate and direct activity within the Federation over the course of each year. Of course, the Management Committee, and other relevant committees and bodies, should participate in the development of relevant goals and objectives but the Council should have the responsibility to agree and promulgate these objectives. The Management and other Committees should annually report achievement against these goals and objectives.*

- d. An annual budget needs to be developed by the ABF in order to implement and achieve the agreed goals and activities. At the current time, the Council has no visibility of the budgeting process or the allocation of funds. This task is left almost entirely to the Management Committee and there is very little visibility or transparency. It is difficult to know the total ABF budget and its allocation to various activities such as marketing, administration, teaching, tournaments, selection and funding of Australian teams, etc. If something did go wrong, the Council could not avoid responsibility by asserting that they were not told.
There needs to be a process that includes:
 - i. *Evaluation of performance against the previous years goals and objectives,*
 - ii. *Performance against last years budget,*
 - iii. *Agreement and promulgation of the next years goals and objectives,*
 - iv. *Development of the next year's budget with the Council providing higher level approval, and*
 - v. *A promulgation process to ensure that the above is communicated to all relevant ABF stakeholders.*

The NSWBA currently provides an Annual Report (example attached) that provides a well-developed and legally compliant framework for meeting points 1 to 5 above.

Need for Change

The ultimate objective would be to provide a management structure that:

- a. empowers the representatives of the states that form the ABF noting that the “powers of the Federation are vested in the Council”,
- b. provides an effective means of setting the goals and objectives of the ABF,
- c. provides a transparent, compliant and accountable budgeting process, and
- d. provides a reporting structure that provides timely advice to ABF stakeholders of ABF activities, their cost, and how they benefit members of the ABF.

The time for change is now in a structured, consensus driven process before some crisis forces change.

Motion for Consideration

BFACT proposes the following motion for consideration by the ABF Council:

“The ABF establish a sub-committee of three Councillors to review current arrangements and develop proposals to ensure that the ABF Constitution and governance arrangements meet the following objectives:

1. empowers the representatives of the states that form the ABF, noting that the “powers of the Federation are vested in the Council,
2. provides an effective means of setting the goals and objectives of the ABF,
3. provides a transparent, compliant and accountable budgeting process, and
4. provides a reporting structure that provides timely advice to ABF stakeholders of ABF activities, their cost, and how they benefit members of the ABF.”

The sub-committee to develop a proposal for ABF Council consideration at its next meeting.