

Board Meeting Minutes

Date: 17th April 2019
Venue: Fraser Park Sportsville meeting room
Present: Bradley Watts (BW) (Chair) Barry Ryan (BR), Brett Simon (BS), Ann Smith (AS),
Apologies: Matey Galloway (MG)

1. Meeting Agenda Items

- 1.1. The board to convene to discuss the matters raised in relation to the SGM and Matey Galloways written submission
- 1.2. The opportunity for Matey Galloway to present to the board in relation to the SGM allegations prior to the board deciding on a course of action

2. Conflicts of Interests

- 2.1. Conflict raised by MG in relation to BW as chair.

BW stated he acted as the delegated representative on behalf of Thorndon Club at which time he was not SW Chairman, the decision was made by the Thorndon Executive Committee and since the process has been made clear and impartial to all parties.

AS stated that if BW and the Board can confidently say there is no conflict, in BWs capacity as Chair then she accepts there was no conflict. AS noted it should be acknowledged that while the Board were comfortable there is no conflict there may be a perception there could be.

BS reiterated that external perceptions may exist.

BS noted that should an SGM be required and the Upper Hutt President was not available to attend, the Upper Hutt vote would be delegated from him as Club Captain to the Vice President to remove any potential conflict of interest.

The board agreed no conflict of interest with BW exist and no further action is required.

3. Matey to Submit Response and Address the Board

- 3.1. Written response received from MG distributed to the Board in advance of meeting

MG deems SGM request to be invalid as outlined in his paper submitted to the Board on 17th April 2019. MG has stated the following:

- Validity of the SGM request due to the wrong version of the constitution being referenced
- Conflict of Interest with current Board Chairman (resolved)
- Offences listed relate to instances before the most recent nomination and therefore should be deemed as invalid

BW sought legal guidance on the validity of the SGM letter and the correct version of the Constitution. The legal feedback concluded that the request for an SGM called by clubs should stand. The specifics of the SGM letter clearly identify a call for action.

BS is of the view that the Clubs have clearly requested a SGM for action. BS believed that if the SGM request was deemed invalid, that it would only delay the process, as it was clear that another request would be made, as there was a call for action being made by 50% of the District member clubs.

AS supported MG assertion that the incorrect reference on the SGM letter invalidated the request for an SGM

A discussion was had in relation to the current version of the Constitution at the time of the SGM request. It was acknowledged at that the time of the letter the constitution referenced was incorrect and the 2009 version was the valid Constitution at the time. While the versions differed to the SGM letter and what was current, the Board were satisfied that the 2009 version still contained the reference points noted in the SGM request. **Noted:** only amendments were made to the Constitution in 2015.

Board Resolution: The SGM request made by clubs will stand and the current timeline will remain in place.

Moved: BW Seconded: BS **Motion Carried**

3.2. Board Discussions

AS stated that in accordance to the Board Policies Board members are subject to performance review and enquired if a board member review was ever carried out for MG as there was no documentation found in dropbox. No current board members were aware of a performance review.

AS noted that Matey was absent from the meeting where the Board polices were adopted, based on the meeting minutes provided in the submissions.

BS identified previous meeting minutes where Board members adopted in principle the Board Policies and Charter. The Board policies and charter were accepted at the following meeting. MG was not at attendance at the first meeting, but no issues were recorded subsequently. However, he was present at other meetings where the governance policies were adopted in an on-going process.

BR stated that all Board Members are subject to the governance policies adopted during board meetings.

It was acknowledged that the Board should adopt a more formal acknowledgment by incoming Board members, an example being Board members would sign a form to acknowledge they have read and understood their expectations.

The board agreed, board policies and charter documents adopted during board meetings make board members accountable to those documents.

AS stated the evidence provided does not support an SGM based on various reasons including;

- The length of time that had lapsed between when they occurred and the present.
- Lack of documentation to support performance discussions had occurred with consequences for repeat offending
- That some of the incidents outlined in the submission from clubs had already been addressed at the time they occurred, including the one escalated to SNZ.

AS proposed MG should be managed appropriately with timely feedback, i.e when they occur

BW referenced several points from the submission material in relation to MG and his board behaviour. The following submission clearly speaks to MG's inability to follow board processes and procedure irrespective of the timeline, including the following:

- Expressly going against Board decisions on multiple occasions
- Behaving in a manner that is unfitting of a board member

BW expressed concern MG cannot be managed appropriately and presents a significant risk to the organisation. Double Jeopardy is also difficult to apply given this is an internal organisation issue not a legal trial. Organisational perceptions do become a matter for consideration and impact MGs suitability as a board member.

BW stated on review of the SGM submissions, it is imperative the collective Board must take a leadership role in resolving the matter internally and lend confidence to the clubs to manage board members. Allowing the SGM to progress and distributing the SGM submissions to the clubs for assimilation will have greater impacts on MG and the region. If the process continues BW fears that it is no longer about the suitability of the board member but a personal assassination on MG character.

4. Board Decisions

4.1. Board Resolution:

Under Section 10(t) of the Squash Wellington Incorporated Constitution Matey Galloway is removed from the Squash Wellington Board

Moved: BW

Seconded: BR

Motion Carried with at least 75% of the Board

The motion was carried with at least 75% of the board excluding Matey Galloways voting rights as a Board member due to his conflict on the matter.

BW to communicate the result of the meeting to MG via phone and via email with a formal letter advising of the decision with immediate effect.

On confirming receipt of the news from MG, BW to send out a communication to Clubs and the District manager notifying them of the outcome of the meeting.

5. Other Business

AS stated she is did not feel confident to speak freely without being judged or challenged If she had differing views but is hopeful that all conversations held moving forward will be open and honest allowing for all board members to cast their opinions freely

AS enquired as to how to proceed now that there is a vacancy.

BS referenced the vacancy to the Squash Wellington Incorporated Constitution Sections 10(J) & (Q).

BR suggested that the board be examined for any knowledge gaps that require support such as legal guidance or experience. BW agreed this would be a suitable approach that is consistent with how Squash New Zealand have progressed with the Appointments Board.

BW to invite nominations from club for both the Board Vacancy under 10 q and to co-opt members under section 10 J once the board roles and responsibilities have been confirmed and knowledge gaps are identified.

BW thanked that board members for their time given immediate attention required to issues of the day that have been developing. The hope for the board moving forward is that we can create a positive and supportive environment to assist our District Manager in providing value to the clubs.

Meeting Closed at 19:16