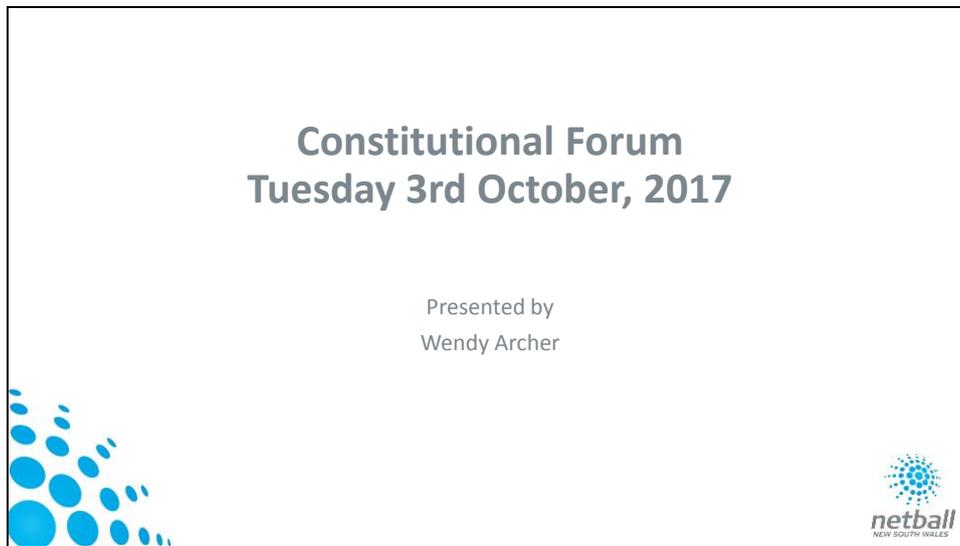


Slide 1



Welcome and thank you for taking time out of your busy schedules to either be here in person or to be viewing online, your time is appreciated.

As we all know Constitutional reform or updating is a very dry subject but crucial to the ongoing success and sustainability of our sport at all levels.

What the Board is attempting to do with the proposals that we will discuss tonight is to keep us abreast of current thinking around having a proactive Constitution that will allow Netball NSW to continue to be at the leading edge of our sport not only in NSW but across the country.

A significant part of the reform is around succession planning and again this is critical for all levels of our sport. The Board is intending to lead by example in this area as you will see further through the presentation.

Good Governance is a team effort – we all need to play our play – own it and be active in it.

Constitution Reform

- Currency and reform of the Constitution is essential in today's sporting environment
- Looking ahead at the bigger picture

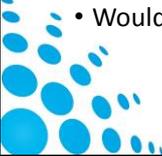


In order to make appropriate changes we need to think about the bigger picture and what is best for the sport whether operationally or strategically.

We do need to be looking ahead so that we aren't caught up in untenable situations that we sometimes see in other sports. We have to learn from their mistakes and try to minimise ours.

President of Netball NSW

- **Elected by the Membership or by the Board?**
 - Currently elected by the Membership
 - Position is Chair of the Board
- **If Position was to be elected by the Board...**
 - Would only elected Directors be eligible? Or
 - Would all Directors be eligible?



The Board has been discussing this proposal for some time and it has become the number one priority in terms of our Constitutional reform. It is common practise amongst many sports for the Board to elect their Chair/President and this practice is endorsed by the Australian Sports Commission.

The membership of Netball NSW elects its members to the position of Director on the Board. It is a position of immense trust and responsibility, and not taken lightly by anyone elected to this position.

As the membership trusts those Directors elected surely it would follow that they could trust the Directors to elect one of their fellow Directors to be the President of NNSW and Chair of the Board, someone who they believe has the necessary skills to lead the organisation.

Is it time to caste the net wider and include our Appointed Directors in this mix? Different people bring different skills and expertise to the Board; it is these skills and expertise that aren't always seen by the majority of the membership but it is these skills and expertise that will enhance the Board's ability to provide the necessary direction for our organisation.

I would like to hear what you think about the Board electing the President and whether all Directors should be eligible to hold the position.

Change in length of terms for Elected Directors

- Currently an elected Director can serve a two year term for five consecutive terms – maximum of 10 consecutive years.
- Proposal is for Directors to be elected for three years for three consecutive terms – maximum of 9 consecutive years.
- If a Director will exceed the maximum term by being elected for a three year term that Director will be required to resign from the Board in the year that the maximum term of 9 years is reached. This will cause a casual vacancy that the Board will fill until the next AGM.



The Board has been discussing this change for a period of time in conjunction with succession planning.

The maximum of 9 consecutive years through 3 x 3 year terms is common practice in both the sporting and business worlds.

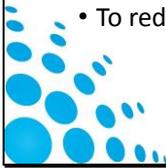
The reduction will force succession planning to occur and force the Board to be targeting prospective Directors well before the timeframe is up.

An elected Director will be required to resign if their term will exceed the maximum of 9 years. This will cause a casual vacancy that the Board can fill until the next AGM. It is not anticipated that this scenario will be a regular occurrence once the current incumbents move off the Board.

The 9 years count will be retrospective to March 2012 when the current Constitution setting the 10 consecutive years was passed.

Change in the number of Elected Directors

- Current makeup of the Board:
 - Currently the membership elects 7 Directors.
 - Two Appointed Directors, appointed by the Board.
 - CEO as a non-voting Director.
 - 10 Directors in total.
- To reduce the number of elected directors or 5 or not?



The Board has been discussing for some time reducing the number of Directors to 5 elected Directors.

Current indicators from the ASC put the optimal numbers for a Board between 5-7.

We are interested to hear your thoughts on the possible reduction....

Change in length of terms for Appointed Directors

- Currently an Appointed Director may be appointed by the Board for a period up to two years, which shall commence and conclude at the discretion of the Board.
- Proposal is for an Appointed Director to be appointed initially for a term of two years up to a maximum of nine consecutive years.



You would all be aware that our Constitution currently allows the Board to appoint up to two Appointed Directors.

Great care is taken in these appointments. The individuals that are appointed bring a skill set not currently within the Board hence the appointments enhance the skills and expertise of the Board.

It is felt that the Appointed Directors should sit at the Board table as equals – ultimately they are held just as responsible under Law as elected Directors.

These appointments remain at the discretion of the Board that the members have elected.

Change in length of term for President

- Currently the elected President can serve a maximum of 10 consecutive years.
- Proposal is for the President to serve a maximum of 6 consecutive years or 2 consecutive terms of 3 years.



Many of you will recall that in 2012 our Constitution was changed to limit the term of Directors, including the President, to a maximum of 10 consecutive years. From personal experience I was already at the 10 year mark and have gone on to serve almost another 5 years.

The Board has been discussing for some time succession planning – this is critical to the ongoing sustainability of our sport, to bring new vision and thoughts to the table, to avoid burning volunteers out!!

The proposal of a President serving a maximum of 6 consecutive years will force change and succession planning on the Board. Indeed, the Board hopes that this leadership will encourage all of our Associations to look within and have their own succession plan in place.

Chief Executive Officer as a Director

- Currently the Chief Executive Officer is a non-voting Director on the Board.
- Consideration of :
 - Retaining the CEO as a non-voting Director;
 - Retaining the CEO as a voting Director;
 - Removing the CEO as a Director.



There are many scenarios in the wider business community as to how sport and business handle this situation.

It would be fair to say that the current position of having a non-voting CEO as a Director has served our organisation well up to this current time.

An argument can be made that in making the CEO a voting Director they will be made more accountable; even now a non-voting Director is just as liable as an elected or appointed Director.

Removing the CEO as a Director may cause some issues around the effective and efficient management of some day-to-day operations of the organisation, eg the signing of most contracts these days require the signature of a Director and the Company Secretary.

It is possible as part of a delegated authority to the CEO to overcome this difficulty but it is also far to say that some sponsors may not be comfortable without the signature of a Director. It is not always possible to have a Director in the office when these documents need signing.

I would be interested in hearing your thoughts

Nominations Panel

- The Board will instigate a Nominations Panel in order to provide more information to delegates regarding nominees and their skill sets.
- The Panel will consist of three elected members from Council and two Directors who are not up for re-election.



The process for the Panel will be as follows:

- EOI's will be called so that an election can occur for the three members to represent Council on the Nominations Panel.
- An electronic voting will take place to determine the three members for the Panel.
- Once the members are determined a date for the Panel to meet will be convened.
- The NNSW Board will provide to the Panel a skills matrix of the current Board and any of the current Board members who are seeking re-election will be included in this matrix. The matrix will indicate where there might be gaps or deficiencies. The Panel will utilise this information in determining the ranking of the candidates.
- This ranking will be distributed as part of the voting process for Directors.
- It is envisaged that the Panel will need to meet prior to the close of business in December 2017 so that the information is ready to go out with the Nomination information early in 2018.

FEEDBACK ??

- Feedback and questions can be provided back to Netball NSW by 10am on Monday 9th October.
- The Board will be meeting on Tuesday 10th October to finalise the Notices of Motion to be distributed for the November Council meeting.
- Feedback and questions can be forwarded via the Constitutional Forum page on the Netball NSW website. This can be found under Association Admin and will go live tomorrow. Correspondence will be sent to all members once this is completed.



Constitutional Reform

Thank you

