ACKNOWLEDGEMENTS

Effective systems of governance provide the long-term foundations for effective organisational performance.

The current system of governance for snowsports in Australia is defective and the considerable performance of elite athletes in recent years has been achieved despite these defects. The efforts of a number of dedicated individuals have compensated for systemic deficiencies but this is not sustainable in the long-term.

I have found that virtually everyone who has contributed to the review believes passionately in the future of snowsports in Australia although there is a divergence of views in the form of governance most likely to secure that future.

I believe that if the recommendations contained in this report are adopted and implemented, Australian snowsports will have very solid foundations capable of sustaining long-term high performance.

I would like to extend my sincere appreciation to all those who contributed to the review – the survey respondents, submission writers and participants interviewed. The insights offered have been extremely valuable.

Finally, I would like to thank Dr Robert Kidston who has provided secretarial support for the review.

Kate Costello
Independent Reviewer

January 2006
1 ACRONYMS USED IN THE REPORT

ACTAS means the Australian Capital Territory Academy of Sport
ACTSA means Australian Capital Territory Snowsports Association
AGM means Annual General Meeting
AIS means Australian Institute of Sport
AIWS means Australian Institute of Winter Sport
AOC means Australian Olympic Committee
APC means Australian Paralympic Committee
APSI means Association of Professional Ski Instructors
ASAA means Australian Ski Areas Association
ASC means Australian Ski Commission
ASF means Australian Ski Federation
ASI means Australian Ski Institute
ASIC means Australian Securities and Investment Commission
BAP means Beijing Athlete Program
CEO means Chief Executive Officer
DWA means Disabled WinterSport Australia
ERAS means the Exercise, Recreation and Sport Survey produced by the ASC and state/territory departments of sport and recreation under the auspices of SCORS
FIS means Federation Internationale de Ski
FSLA means Funding Service Level Agreement
GBPP means Governance Best Practice Principle
MOU means Memorandum of Understanding
NSO means National Sporting Organisation
NSWIS means New South Wales Interschools
NSWWS means New South Wales Institute of Sport
NSWWSA means New South Wales Snowsports Association
OJIA means Olympic Judo Institute Australia
SAL means Skiing Australia Limited
SASI means South Australian Sports Institute
SASKI means South Australian Ski Association
SCORS means the Standing Committee on Sport and Recreation
SIAC means State Institute/Academy of Sport
SGM means Special General Meeting
SRACT means Sports and Recreation Australian Capital Territory
SRNSW means Sports and Recreation New South Wales
SRSA means Sports and Recreation South Australia
SRT means Sports and Recreation Tasmania
SRV means Sports and Recreation Victoria
SSA means Ski and Snowboard Australia Limited
SSDF means School Snowsports Development Foundation
SSO means State Sports Organisation
SVS means Ski and Snowboard Victoria
TSC means Tasmanian Ski Council
VIS means Victorian Institute of Sport
VSA means Victorian Snowsports Association

2 INTRODUCTION

Excellence in the management of NSOs is crucial to helping athletes achieve their goals. The Australian Government is committed to ensuring that all sports subsidised by taxpayers adopt best practice management.

To ensure sports funding is spent where it is most needed — on helping athletes to achieve their performance goals — all sports subsidised by the Australian taxpayer are expected to adopt best practice management. Through the Australian Sports Commission, a re-elected Coalition Government will work closely with national sporting organisations to achieve this outcome.1

The efficacy of NSO management is heavily dependent on, and is underpinned by, the effectiveness of NSO governance.

It is for these reasons that the ASC Strategic Plan 2002-2005 identifies best practice management and governance of sport within and through national sporting organisations as a critical result area.2

During the first half of 2005, the ASC became aware that there was considerable distrust and disharmony among key stakeholders of SSA and significant agitation among key stakeholders for the reform of SSA’s governance arrangements.

On 30 May 2005, SSA’s AGM was adjourned after considerable disruption regarding the validity of a number of nominations for director and following strongly expressed concerns that some members may have been disenfranchised because of anomalies in the membership register.

A review of SSA’s constitution, sponsored by the ASC and SSA and initiated in February 2005, was discontinued on 30 May 2005 following concerns expressed by some stakeholders that it was not sufficiently independent.

Having regard to representations made to the ASC regarding the governance of snowsports in Australia, the Commission formed the view that the issues affecting SSA went beyond the state of its constitution and instead touched on all aspects of governance, including SSA’s relations with key stakeholder bodies.

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1 The Howard Government Election 2004 Policy, Building Australian Communities through Sport, 10.
2ASC, Strategic Plan 2002-2008, 10.
In June 2005, the ASC decided to sponsor an independent review aimed at ensuring that the sport of skiing and snowboarding in Australia is governed in accordance with best practice principles and practices. This review was strongly endorsed by the SSA Board.

3 SCOPE OF REVIEW

The scope of the review examined how SSA is currently governed and, to the extent there are any deficiencies, how it ought to be governed in accordance with best practice principles and practices, in order to perform its function as the nationally and internationally recognised NSO for skiing and snowboarding in Australia.

KPMG defines governance as “the system and processes by which corporate entities, exercising accountability and responsibility to relevant stakeholders, are directed and controlled to achieve sustainable improvement in key stakeholder value.”

For the purpose of this review, governance is taken to mean the legal, constitutional, procedural, practice and behavioural processes by which the governing body translates the wishes of members and other stakeholders into effective organisational performance through:

- Assessing risk;
- Setting strategic direction and priorities;
- Communicating and interacting with stakeholders, especially members;
- Monitoring and evaluating organisational achievements.

The review commenced in July 2005 and was completed in January 2006.

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1 KPMG, Corporate Governance Model, Presentation on Assessing Board Performance to Chartered Secretaries Australia, 2004.
2 Sport and Recreation New Zealand, Nine Steps to Effective Governance, November 2004, 16.
4 TERMS OF REFERENCE

The review’s terms of reference are to:

1. Identify and report on the expectations of key stakeholders for SSA and for skiing and snowboarding in Australia;

2. Specify and report on best practice governance principles and practices to be used in assessing SSA’s governance;

3. Examine and report on the roles and responsibilities of SSA in relation to the sport as a whole;

4. In relation to (1) to (3) above, examine and report on the appropriateness of SSA’s and the sport’s:
   (a) legal and constitutional structure, alignments, procedures and practices;
   (b) organisational structure and alignments at national and sub-national levels;
   (c) communications and interactions with key stakeholders;

5. Recommend improvements to remedy any deficiencies in SSA’s governance and in the way the sport is governed in Australia.

5 METHODOLOGY

The review was undertaken by an experienced governance consultant (see Appendix 1) with complete independence from SSA. While the engagement was paid for by the ASC, the reviewer was not subject to direction by the Commission.

The methodology called for the reviewer to specify what are considered to be best practice governance principles and practices and to use these as points of reference for the review.

The methodology also required the reviewer to consult with key stakeholders and analyse their responses in relation to issues arising from the terms of reference.

Key stakeholders consulted included:

- Discipline committees;
- State and territory skiing organisations including the VSA;
- Interschools bodies;
- State and territory government agencies responsible for sport;
- DIWA;
- ASAA;
- ASC;
- AOC;
- FIS.

The methodology provided for consultation to involve:

- Public notification of the review on the SSA and ASC websites, giving details of the terms of reference and setting out how members of the public might have an input to the consultation process;
- Circulation of a structured survey questionnaire to stakeholders;
- Written invitations to key stakeholder organisations, seeking their input to the review; and
- Face-to-face interviews with representatives of the key stakeholders.

The questionnaires were emailed to 2,935 individuals and organisations, including 740 members of SSA, listed on the SSA database. A copy of the questionnaire is at Appendix 2.

Written invitations were emailed to 21 key stakeholder organisations seeking their input to the review. Appendix 3 sets out the names of the individuals and organisations that received these invitations.
Face-to-face interviews were held with representatives of the organisations listed in Appendix 4.

Data collected were analysed using appropriate quantitative and qualitative research methods.

The ASC appointed an internal Steering Committee to oversee the management of the review. The membership comprised:

- Mr Brent Esplin, Director, Sport Performance and Development (Chair);
- Mr Phil Borgeaud, General Manager, Innovation and Best Practice; and
- Mr Rob Clement, General Manager, Sport Services.

II GOVERNANCE BEST PRACTICE PRINCIPLES

The terms of reference required development of a set of governance best practice principles applicable to SSA.

These principles are attached in Appendix 5.

They were developed by reference to:

- ASC – NSO Governance: Principles of Best Practice
- ASC – Governing Sport – The Role of the Board
- Reviewer’s governance expertise
7 SSA AND SNOWSPORTS PROFILE

In order to be in a position to make well-informed recommendations regarding SSA's future governance arrangements, it is necessary to describe the NSO's current situation within the wider context of snowsports.

In 2005-06, according to ERASS research, there were 199,860 snowsports participants in Australia and research conducted by Roy Morgan in 2002 suggested that 813,000 Australians aged 14 years and over, participated in snowsports regularly or occasionally. 5

SSA is recognised as the responsible authority (NSO) for competitive snowsports in Australia by the AOC, FIS and the ASC. As part of the formal NSO recognition process undertaken by the ASC in 2004-05, all NSOs, including SSA, were assessed against a range of criteria. One criteria involved SSA confirming that it has formally committed to a governance structure that is consistent with the ASC's governance principles of best practice. 6

The sport of skiing and snowboarding in Australia (snowsports) is currently organized into four disciplines:

- Alpine (391 registered competitors)
- Freestyle (103 registered competitors) 7
- Snowboard (97 registered competitors)
- Cross Country (55 registered competitors)

The mission of SSA is to provide opportunity for athletes involved in snowsports to achieve at their highest level. 8 In discharging its mission, SSA has three fundamental aims:

- To increase the level of participation in competitive skiing and snowboarding
- To create a realistic applicable pathway for competitive athletes
- To create and financially support programs and athletes who can successfully compete at World Cup and Olympic levels in all disciplines of skiing and snowboarding 9

8 Roy Morgan Research, Snow Users, prepared for Mt Buller resort, VIC.
10 Freestyle is organized into Freestyle-Aerials and Freestyle-Moguls.
11 Skiing Australia, Strategic Plan 2006-2009. 5 The Skiing Australia plan (SSA's predecessor) is currently on the SSA Website as the extent strategic plan of SSA.
12 Ibid. SSA has produced its 2006-2009 Strategic Plan (February 2005) but this is awaiting final confirmation. The stated aims in the revised document are essentially unchanged.

One of the main services provided by SSA to its members is competition licensing. Sometimes called competition registration, athletes must be licensed by SSA, on payment of the prescribed fee, to compete in SSA-sanctioned races that will enable them to be included in the national points list for their preferred discipline. Once discipline registered, an athlete has the option of registering with FIS on payment of the prescribed fee. This entitles the athlete to compete in FIS-sanctioned events and to be included in the FIS points list for international ranking purposes. SSA also facilitates the provision of the international competition licence, on payment of the prescribed fee, for those athletes who are planning to compete internationally. The prerequisite for this is that the athlete must have insurance cover to protect them while competing overseas. This insurance is sourced from SSA.

Licence/registration fees vary from discipline to discipline.

Skiing is an Olympic Gold Medal winning sport. In the three years since the Salt Lake City Olympic Games, the winter sport disciplines of skiing and snowboarding have amassed 44 medals at the World Cup or World Championship levels. This represents almost one third of the 144 medals won in Australia's 70 year winter sport history. 10

During the period 1994-05 to 2005-06, Australian snowsports have achieved 119 medals at Olympic Games, World Championships and World Cups. Some 97 (82%) were in Freestyle, 18 (15%) were in Snowboard, 4 (3%) were in Alpine while Cross Country was unable to achieve any.

In 2005, SSA had 740 members compared with an annual average over the 2003-05 period of 972. Of these members, 441 (60%) were resident in Victoria, 239 (32%) in NSW, 41 (6%) in the ACT while the remaining 2% were distributed across the other states and overseas.

It is significant to note that of the 740 members, 500 (68%) were direct SSA members via SSV, 181 (24%) were members of NSW/NSW while the remaining 56 (8%) were members of the ACT/NSA.

Of the 740 members, 646 (87%) were registered competitors with SSA while 248 (34%) were registered with FIS.

Of the 646 registered competitors with SSA, 391 (60%) were Alpine, 103 (16%) were Freestyle, 97 (15%) were Snowboard and 55 (9%) were Cross Country.

Of the 248 FIS registered competitors, 105 (42%) were Alpine, 66 (27%) were Freestyle, 52 (21%) were Snowboard and 55 (10%) were Cross Country.
In addition to the state associations and discipline committees, SSA operates within a complex web of relationships. These include non-racing ski clubs, racing ski clubs, state institutes of sport (NSWIS, VIS and ACTAS), resorts/lift companies and the OWIA. The level of involvement of these stakeholders varies according to the stages in the athlete development pathway as shown at Appendix 6.

Appendix 6 sharply illustrates the distinctive differences in focus between, on the one hand, non-racing ski clubs and state associations that focus on entry-level sport and, on the other hand, race clubs, resorts/lift companies, state institutes of sport, the OWIA, discipline committees and the SSA that concentrate to varying degrees along the developmental-elite competition continuum.

The only stakeholders with full overlapping convergence of interests with SSA are the discipline committees and OWIA, although the success of SSA is dependant, as well, on the effectiveness of its relationships with race clubs, resorts/lift companies and state institutes of sport.

The relatively small overlap of interests between, on the one hand, non-racing ski clubs and state associations and, on the other hand, SSA and the other bodies sharing a community of interests, underlines the declining relevance of state associations to the work of SSA.

The main reasons for the relative convergence or divergence of interests are outlined at Appendix 7. This maps the products and services each stakeholder wants and who provides them. It can be clearly seen why SSA needs to maintain positive relationships with race clubs, state institutes of sport, resorts/lift companies, the OWIA and discipline committees because of either shared interests or complementary needs. The table also clearly illustrates why, with a few exceptions, non-race clubs and state associations lack relevance to SSA because SSA either does not share their interests or those bodies do not offer what SSA needs.

The nature of the relationships between SSA and its main partners is best illustrated in what SSA describes as the Australian Snowsports Program Athlete Pathway. (Appendix 8) The resource contributions from these partners for the operation of the programs and pathways are summarized below.

<table>
<thead>
<tr>
<th>Sport Program</th>
<th>Program Operator</th>
<th>Financial Contribution by Organization</th>
<th>TCFEAL</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>SSA</td>
<td>OWIA</td>
<td>NSWIS</td>
</tr>
<tr>
<td>AIS Aerial Skiing</td>
<td>OWIA</td>
<td>170,000</td>
<td>236,000</td>
</tr>
<tr>
<td>AIS Mogul Skiing</td>
<td>OWIA</td>
<td>100,000</td>
<td>137,000</td>
</tr>
<tr>
<td>AIS Snowboard Half Pipe</td>
<td>OWIA</td>
<td>100,000</td>
<td>118,000</td>
</tr>
<tr>
<td>SSA Aerial Development</td>
<td>OWIA</td>
<td>120,000</td>
<td>24,000</td>
</tr>
<tr>
<td>Alpine Skiing National Team</td>
<td>NSWIS</td>
<td>80,000</td>
<td>90,000</td>
</tr>
<tr>
<td>Mogul Development</td>
<td>NSWIS</td>
<td>25,000</td>
<td>25,000</td>
</tr>
<tr>
<td>Snowboard Half Pipe Development</td>
<td>NSWIS</td>
<td>25,000</td>
<td>25,000</td>
</tr>
<tr>
<td>Cross Country National Team</td>
<td>SSA</td>
<td>47,000</td>
<td>47,000</td>
</tr>
<tr>
<td>Total</td>
<td>667,000</td>
<td>580,000</td>
<td>80,000</td>
</tr>
</tbody>
</table>

The OWIA was formed in 2001 after earlier manifestations as the ASI (1994-96) and the NSWIS (1998-2001). The OWIA partners with a number of NSCs involved in snow and ice sports and has a close program relationship with the SSA as its largest program partner.

The OWIA designs and operates sports programs for SSA in the disciplines of aerial alpine, mogul and snowboard half-pipe. SSA’s role in this partnership is to ensure that there are effective underpinning programs in place capable of producing and identifying talent with the potential to deliver top ten international elite outcomes.

The OWIA is funded primarily by the AOC, AIS and the ASC and the relationship with SSA is governed by a MOU.11

The NSWIS snowsports program works in partnership with the OWIA, SSA and the NSWSSA. The program supports athletes in four disciplines, namely, alpine, snowboard, freestyle moguls and cross country.

VIS involvement with SSA is primarily through the OWIA and is focussed on women’s aerial skiing and in particular on transferring elite and high-level gymnasts to World Cup, World Championship and Olympic Games aerial skiing via a fast track, compressed development program that builds a high performance program of fundamental skills.

11 Refer MOU between OWIA and SAL covering the term 1 July 2002 to 30 June 2006.
ACTAS funds individual scholarships for Cross Country.

The independent state/territory associations could not, at present, be accurately described as well resourced organizations with the financial and staffing capacity to make major contributions to the advancement of snowsports. For example, the ACTSA in 2005 is budgeting for an income and expenditure of only $77,900. The two largest income components are grants from SRACT ($28,000) and interschools ($28,000). Almost half of the expenditure (47%) is projected to be spent on running the office leaving only fairly modest amounts for such things as race expenses ($20,000), insurance ($6,000) and coaching and scholarships ($2,500). SSA affiliation expenses are expected to amount to only $2,000.

The largest state association, NSW, has reportedly experienced financial difficulties in recent years and has relied on support from interschools to recover its financial position. Total income in 2004 was $312,973 of which $221,532 (74%) came from interschools and $30,000 from SFNSW. Expenditure of $401,179 included outlays of $216,962 (52%) on interschools. Other than expenditure on interschools and insurance, the only other outlays that were directly related to athlete or discipline support amounted to a fairly modest $26,770 and these outlays were concentrated entirely on alpine and cross country.

The relatively modest state/territory funding for snowsports stands in sharp contrast to the much more substantial ASC/AIS contributions. In 2005-06, the ASC is providing a total of $83,000 in grants ($619,000 high performance and $15,000 sport development). In addition, RAP funding of $20,000 has been provided. As well as this, AIS budgeted expenditure on high performance snowsports for 2005-06 is $370,000, making the total ASC/AIS commitment to the sport $1,104,000 in 2005-06.

The ASC and the Board have a purchaser-provider contractual relationship whereby the Commission agrees to provide financial support to SSA in return for the SSA Board agreeing to deliver specified outputs, agreed annually, as expressed in the FSLA and in SSA's costed annual operational plan. 13

The standard terms and conditions of the FSLA specify, inter alia, that the NSO must comply with the Corporations Act 2001 (Commonwealth) and the special terms and conditions for 2005-06 prescribe, in addition, that Funding and support is subject to the ASC Board being satisfied with SSA's responses to the independent governance review recently agreed to by your Board.

The ASC administers “Project Connect” which provides assistance to NSOs in meeting the needs of people with a disability within their sport. The two main areas of focus are creating athlete pathways for people with a disability and breaking down the barriers within disability and non-disability specific sport structures for people with a disability.

DWA has expressed interest in accessing this project but to date the ASC has indicated that access is conditioned on, inter alia, a merger with SSA. DWA has approached SSA at various times to discuss closer cooperation but SSA is said to have expressed little interest although there has been some limited cooperation on such matters as insurance.

DWA believes that the main reason for SSA's lack of interest is "philosophical", i.e., SSA allegedly has a non-inclusive philosophy. However, to the extent there is a lack of interest, the reason may be far more practical than philosophical. In this connection, DWA has a strong focus on recreational snowsports with only limited involvement in elite competition whereas SSA has a focus on elite competition using race clubs for talent ID. Hence, there is somewhat of a divergence in their respective objectives, strategies and interests.

At the same time, DWA has established strong relationships with the APC, resort operators and the APSI and both DWA and APC speak highly of the effectiveness of their relationship. The APC and DWA jointly employ a head coach and operate a joint management committee to ensure that the underpinning sub-elite - elite pathway operates as intended.

The DWA would welcome a recommendation in the report for there to be discussions between DWA and SSA to assess the desirability and feasibility of a merger provided:

- it was seen as a merger of "equals";
- there was protection for DWA assets (especially the FINSKO ski lodge in Jindabyne for disabled skiers built by NSW Sport and Rec and held under a long-term lease by DWA);
- existing DWA funding was not lost to disabled skiers; and
- merger discussions were mediated by the ASC.

In the meantime, DWA would like to explore with SSA opportunities for greater cooperation and collaboration between their organizations in the areas of coaching, training, competitions and pathways.

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The expression "purchaser" rather than "investor" is used because investment is technically defined as "deferred consumption". The consumption of ASC grant funding is not deferred. Rather, it is consumed and acquitted on an annual basis.
8 CURRENT GOVERNANCE STRUCTURE

SSA is a company limited by guarantee whose origins can be traced back to 1932 when one of its predecessor bodies, the ASF, was formed to represent the interests of Australian skiers.

The company's Memorandum and Articles of Association date back to 1994 when its immediate predecessor, SAL, was first incorporated as a company.

The company's Memorandum and Articles of Association (refer Appendix 9) have 18 objects covering a diverse range of activities including, in addition to competitive skiing at the elite level, recreational skiing, junior sport development, promoting environmentally sustainable development of alpine ski areas and skiing safety.

The membership of SSA comprises:

- Individual members;
- Family members;
- State Ski Associations;
- Corporate members;
- Associate/Affiliate members;
- Life members;
- Honorary members; and
- Patron.

Individual membership of SSA is open to any person upon payment of the membership fee direct to SSA or upon becoming a financial member of any of the state/territory snowsports associations and upon payment by the association to SSA, a sum equal to the prescribed capitulation fee. Individual direct membership fees and individual capitulation fees are currently $55 and $11 per annum respectively. 13

The state/territory ski associations are described by SSA as its affiliates. In Victoria, however, there is no independent ski association recognized by SSA representing snowsports in that State. Rather, Victorian snowsports are represented by SSV, a division of SSA.

The 1994 SAL Memorandum and Articles of Association (which with some minor amendments apply to SSA today) specified the following member voting entitlements:

- Individual Members – 1 vote
- Family Members – 1 vote on behalf of all members of the family
- Member States
  - NSW Ski Association – 20 votes
  - Victorian Ski Association – 20 votes
  - ACT Ski Association – 12 votes
  - SA Skiers Association – 8 votes
  - Tasmania Ski Council – 8 votes
- Corporate Members
  - Ski clubs – 5 votes
  - Commercial organisation – 2 votes
- Life Members – 1 vote
- Associate/Affiliate Members – no vote
- Honorary Members – no vote
- Patron – no vote.

A Board of nine directors governs SSA. The composition is:

- Six directors elected by all individual members of SSA for a term of two years;
- One director who represents all registered athletes and is elected by all registered racers from the four disciplines for a term of one year;
- One director nominated by NSWSA for a term of one year; and
- One director nominated by SSV for a term of one year.

The Board is authorised to manage the business of the company and may exercise all powers of the company that are not, by the Law or the Articles, required to be exercised by the company in general meeting.

The current SSA organisational structure is at Appendix 10.

National discipline committees are recognized in the SSA Articles of Association (Article 15). The operation of each discipline committee is controlled by a By-Law. 14 Each committee is responsible for applying, and providing advice on, the technical rules of the discipline and for the conduct of racing competitions and events, training, coaching and development programs at the national and international levels for their respective disciplines.

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13 As advised by the CEO of SSA, these fees were set at the adjourned May 2000 AGM although there is some dispute as to whether they were formally adopted. The previous fees were $35 and $2.50.

14 The Alpine By-Law is to be amended to bring it more into line with the Snowboard and Freestyle By-laws. The latter are constituted primarily around race club-based resorts rather than state/territories as is currently the case with Alpine. SSA was unable to provide a copy of the Cross Country By-Law but it is understood that this discipline committee is constituted primarily around recreational clubs and participants rather than race club-based resorts. Refer email CEO of SSA to ASC dated 21/10/00.
Each state/territory operates committees for each discipline although in the case of Victoria, cross country is operated through the VSA rather than through SSV (see below). The operators of state/territory discipline committees are typically closely aligned to their national equivalents.

The alpine and cross country discipline committees are comprised predominantly of persons with state/territory affiliations while the composition of the freestyle and snowboard discipline committees have more of a race club focus. It has been suggested that no small part of the high performance success in freestyle and snowboard can be attributed, at least in part, to their race club orientation. Most of the critical comment concerning discipline committees related to alpine and cross country.

For example, one opinion leader commenting from a national alpine discipline committee perspective argued that;

The issues with the State Associations have arisen from ideological driven notions from persons who have no direct contact with the delivery of sporting events and athlete programs both in Australia and Internationally. The SSA must be aligned to become the sole national body overseeing alpine ski racing in this country, supported by the five ski racing clubs in Australia, who are the powerhouse of ski racing training and competition in Australia. 15

The arrangements governing the cross country discipline are also not geared to facilitate effective coordination of the discipline. For example, almost all of this discipline's registered competitors are members of the ACTSRA and NSWSA rather than SSV because the latter has never had a cross country discipline committee. Rather Ski-Cross Country Victoria and the cross country ski clubs are aligned with the VSA. As a consequence, Victorian athletes registered with the VSA are not recognized by SSA. Accordingly, these athletes are obliged to register with the ACTSRA so they may be capitlated as indirect members of SSA.

9 FACTORS CONTRIBUTING TO NEED FOR REVIEW

Earlier Constitutional Reform Efforts

The governance problems of snowsports pre-date the establishment of SSA in 2004 by many years. The NSO for snowsports which operated from 1932 to 1989 was the ASF. One close observer of the ASF in the mid-1980s described the NSO as almost dysfunctional and recalled that on any sensitive issue there would be deadlock, NSW & ACT on the one side and Vic, SA & Tas on the other. Victoria and NSW each accused each other of being uncooperative and on the verge of bankruptcy, and their only interest in the ASF was to prop up their falling administration....

The problems confronting the ASF were not limited to conflicts between the State bodies. The sport was divided in three, and was soon to become divided in four with the introduction of snowboard competition. Alpine, Cross Country and Freestyle were contemptuous of each other. Budget battles were fierce for the allocation of a financial pie that was far too small for each of their needs. The ASF executive was under resourced for the administration of what was effectively three sports not one. There were different structures within the Federation Internationale de Ski (FIS) for each of the disciplines and the ASF executive officer had to be all things to all men and women in each discipline.

The CEO of SAL wrote in 1997 that a review of the ASF conducted between 1989 and 1991 noted that the ASF's traditional "federation" style organisation was characterised by parochial values that stopped the federation from making rational business decisions in the best interests of the sport. 16

The proposed reforms envisaged the winding-up of the state associations but this was opposed by the states and the only agreement possible was to continue examining options. The outcome was the establishment in 1994 of SAL, described by one knowledgeable insider at the time as a camel (horse designed by a committee) which provided for the retention of separately incorporated state associations until they wished to take up the option of becoming state divisions within SAL. Tasmania, South Australia and the ACT recognised that they were far smaller stakeholders than Victoria and New South Wales and conceded that the latter two states should each be allowed to nominate a member to the SAL Board.

Only the VSA agreed to become a division of SAL and, in the opinion of the CEO of SAL writing in 1997, the process was not complete because we still have 4 separately incorporated bodies outside Skiing Australia who we would (sic) like to come on boards...To some extent the State vs national identity and functions still need to be clarified.

15 Submission No 13, 3 October 2005.
In 2004, SAL became SSA, a change that recognised the importance of the new snowboard discipline.

There have been considerable efforts on the part of SAL and its successor, SSA, over the 2002-04 period to consult with stakeholders regarding the sport’s strategic direction and the role of the NSO in facilitating the achievement of the strategic vision.

With financial assistance from the ASC, an independent reviewer, John Boutbee, was engaged in 2002 to consult with SAL stakeholders to obtain their views and expectations. The results of this process are contained in SAL’s 2002-2006 strategic plan.

To gain a better appreciation of the governance and related management issues facing SSA in 2006 and how they have evolved, it is necessary to have regard to issues identified in this plan. They include:

- The relationship between the national body and the state bodies;
- The voting rights for membership constituencies;
- Board composition and skills having regard to constituencies and disciplines;
- Roles, responsibilities and alignment of the national body and state bodies;
- Communications between the Board and discipline committees and the sport generally.\(^\text{17}\)

In particular, the plan states, inter alia, that voting at General Meetings needs to ensure that the real constituents – athletes and others involved in the competitive side of the sport – are appropriately represented. An adjustment of the institutional vote, clarification of individual membership, and better recognition of the Discipline Committees (State and National) will achieve this, yet maintain an appropriate balance.\(^\text{18}\)

In relation to the Board, the plan states that the same comments for the voting rights apply here, a better connection with the Disciplines is needed, and at the same time, a means of ensuring that the Board has the requisite skills to deal with all the business it must transact is proposed. Also, appropriate representation of athletes, States, and the Australian Ski Areas Association (ASAA) is proposed.\(^\text{19}\)

\(^{17}\) SAL Strategic Plan 2002-2006, August 2002, 11-12.

\(^{18}\) Ibid. 1.

\(^{19}\) Ibid.

In addition the plan argues for clarity of Skiing Australia’s role and responsibilities; defining and refining its role to be related to sport rather than to recreational and land use activities.\(^\text{20}\)

It is interesting to note that this rather open and flexible outcome was the result of trying to accommodate a range of divergent views. For example, the draft strategic plan circulated to the state associations stated that Key Result Area 2 was to Define SAL’s core role to be that of controlling and managing competitive skiing from grass roots to the elite with the State Associations retaining roles in recreational skiing and land use.

This was vigorously opposed by the NSWWSA which claimed that this proposed division of powers had never been articulated during the consultation process and that there is absolutely no possibility of the National Body taking over NSW Interschools.\(^\text{21}\)

In response to this reaction, the strategic plan was changed to read: Define SAL’s core role to be related to competitive skiing from grass roots to the elite with the State Associations’ roles including recreational skiing and land use, as well as competitive skiing.

It was against this background that the SAL Board requested its legal advisors (Lander and Rogers) to redraft the company’s Memorandum and Articles of Association to bring it into line with modern drafting practice as a constitution.

The Lander and Rogers’ redrafting provided that at General Meetings, the different member categories should have the following number of votes:

- Member States:
  - NSW Ski Association
  - Victorian Ski Association
  - ACT Ski Association
  - SA Skiers Association
  - Ski Tasmania Limited
  - 10 votes exercised by its Delegate
  - 10 votes exercised by its Delegate
  - 6 votes exercised by its Delegate
  - 4 votes exercised by its Delegate
  - 4 votes exercised by its Delegate

- Individual Members
  - 1 vote

- Discipline Committees:
  - National Discipline Committees
  - State Discipline Committees
  - 10 votes exercised by each Committee’s Delegate
  - 2 votes exercised by each Committee’s Delegate

\(^{20}\) Ibid. 12.

\(^{21}\) Memorandum, Eric Henry, CEO, NSWWSA, 30 July 2002.
Corporate Members  2 votes exercised by the Member’s Delegate.

Clubs  2 votes exercised by the Member’s Delegate.

Life Members  1 vote

No other person, including the Chairman was to have a deliberative vote.

In response to this proposal, the NSWSA argued in favour of restoring the voting entitlements of the state/territory associations and advocated much greater voting entitlements being given to discipline committees (with state discipline committees to be recognised in the constitution for the first time) and with positive weighting to Alpine and Cross Country over Freestyle and Snowboard.

In particular, the NSWSA proposal envisaged:

Member States:
- NSW Ski Association  20 votes exercised by its Delegate;
- Victorian Ski Association  20 votes exercised by its Delegate;
- ACT Ski Association  12 votes exercised by its Delegate;
- SA Skiers Association  8 votes exercised by its Delegate;
- Ski Tasmania Limited  8 votes exercised by its Delegate (but only when confirmed as an active SSO by the Tasmanian Department of Sport and Recreation.)

Individual Members  1 vote

Discipline Committees:

National Discipline Committees - votes exercised by each Committee’s Delegate, representing the relative numbers of registered athletes in each discipline, as follows:
- National Alpine Committee  10 votes
- National Cross Country Committee  10 votes
- National Freestyle Committee  5 votes
- National Snowboard Committee  5 votes

State Discipline Committees - votes exercised by each Committee’s Delegate as follows:
- NSWSA Alpine  2 votes
- NSWSA Cross Country  2 votes
- NSWSA Freestyle  1 vote
- NSWSA Snowboard  1 vote
- VSA Alpine  2 votes
- VSA Cross Country  2 votes
- VSA Freestyle  1 vote
- VSA Snowboard  1 vote
- ACTSA Alpine  1 vote
- ACT Cross Country  1 vote

(Where other member states form discipline committees which represent competitive interests, or where a discipline grows in size in a particular state, member states may seek increased votes which may be decided by the Board, pending ratification at the next General Meeting.)

Corporate Members  2 votes exercised by the Member’s Delegate

Clubs  2 votes exercised by the Member’s Delegate

Life Members  1 vote

No other person, including the Chairman was to have a deliberative vote.

Discussions took place on the draft constitution and the responses between representatives of SAL and representatives of the NSWSA and ACTSA during 2003 and 2004 but no agreement at Board level could be reached on the key issues of membership or voting entitlements.
A contentious threshold issue on whose resolution other important issues depended was the basis for membership given that member numbers were an important factor in the relative power (both constitutional and financial) of the associations. Under the present arrangements, with the exception of SSV, the recruitment of members was typically through the state/territory with payment of a small capitation fee to the NSO. SAL on the other hand favoured the concept of joint membership whereby a person joining the NSO automatically received membership of the relevant state/territory association with membership fees being shared according to an agreed formula. The reverse reciprocal arrangements would apply if a person joined a state/territory association first.

At a meeting of the state/territory associations and the VSA (but not including SSA) in Canberra in October 2004, it was agreed that SSO membership should be a prerequisite for membership of the NSO. All individual, family and club membership be at the SSO level and this to entitle those members to rights at the national level, based upon an agreed capitation fee. 22

The minutes also record that All states agree that the VSA be immediately recognised by and affiliated with SSA. 23

Relationship between SSA and VSA

SSA and the VSA have had a very adversarial and dysfunctional relationship for a number of years. Among the doze of minutes, letters, emails and legal opinions running into hundreds of pages dealing with the claims and counter-claims, the following matters are relevant to the current review.

The VSA consists of 37 direct members plus 35 member organisations comprising 5,117 members. The member organisations include SSDF, Disabled Wintersports Victoria and the Victorian Inter/University Association. The VSA is aware that many of its former members are now direct members of SSV and the VSA would like these members to come back to VSA. The VSA would also like the SSA constitution to be amended so that only state/territory associations can recruit direct members and hence prevent SSV from recruiting members directly.

Undoubtedly the threshold issues concern SSA’s non-recognition of the VSA as the body representing snowsports in Victoria and VSA’s questioning of the SSA Board’s fitness to act as the NSO. These issues are complicated by the fact that SRV recognises the VSA as the SSO. This situation arises because SSA believes that SSV better represents the interests of competitive skiers and snowboarders in Victoria whereas SRV believes that the VSA better represents the interests of mass participation snowsports (recreational and competitive) in Victoria.

The VSA is aggrieved by this non-recognition by SSA and has on many occasions made allegations to the ASC concerning poor governance standards by SSA and SSV. The VSA has also referred allegations of breaches of the Corporations Act 2001 (Commonwealth) to ASIC for investigation.

Some of the VSA’s concerns can be traced back to the establishment of SSV. In this connection, SAL took over net liabilities of $55,000 when the VSA agreed to wind-up in 1997 and for the Victorian Division of SAL (now called SSV) to represent the interests of Victorian snowsports.

An agreement was signed on 29 March 1999 between representatives of VSA and SSV to work towards servicing competitive and recreational skiing in Victoria. This agreement included a sunset clause that provided for the VSA to continue as an incorporated association for 12 months and that if the administration of skiing in Victoria was not conducted satisfactorily, the VSA would be reactivated and the previous arrangements which recognised the VSA would be restored.

The VSA believes that SSV did not represent the interests of Victorian snowsports satisfactorily during or since that time and that there was non-compliance with the constitutional requirements to hold AGMs and elections to appoint the Executive so that valid nominations could be made to the SSA Board. The VSA claims that because it did not wind-up, it should now be recognised as the affiliate of SSA rather than SSV.

SSA argues on the other hand that the 1999 agreement has no legal force because the SSV signatories had no delegated authority to execute the agreement and the agreement was never ratified by the SAL Board. Moreover, the SSA Board claims that under section 14 of the SSA constitution, a division may be established when a divisional association agrees to wind-up its affairs and request the company to take over its funds, assets and liabilities. SSA’s contention is that SAL took over the funds, assets and liabilities of VSA in good faith on the strength of the agreement to wind-up its affairs and the fact that the VSA did not actually wind-up its affairs is not a relevant consideration.

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22 Minutes, Australian States Snow Sports Associations: Agreed Principles for new SSA Directions and Constitution, (October 2004)
23 34E
The SSA Board has offered to recognise the VSA, as its Victorian affiliate, on three conditions:

- That the VSA not contest the validity of the financial position, as ascertained by SAL, at the time of SAL's assumption of responsibility for VSA's funds, assets and liabilities;
- That the VSA amend its constitution to reflect the principle of one vote, one value; and
- That the VSA recognise that its prime purpose is to support the development of pathways underpinning competitive snowsports at the sub-elite and elite levels rather than mass participation snowsports and related representational/advocacy matters.

The VSA has not accepted these conditions although work has been undertaken to amend the VSA constitution to bring it more into line with the NSWSA constitution.

The ASC's position on these matters is that if the VSA believes that SSA has breached the Corporations Act in a material way, it should refer the matter to ASIC for investigation because the ASC's jurisdiction does not extend to corporate regulation. Other avenues, not involving ASIC, are also available for complainants to litigate matters. The ASC pointed out that its responsibilities focus on the purchaser-provider relationship it has with SSA whereby the ASC funds SSA in the expectation that the Board would perform in accordance with the contractual conditions specified in the FSLA.

The ASC has formed the view that the distrust and disharmony caused by these claims and counter-claims was having a deleterious effect on the governance of snowsports. These contentious and contestable issues were unlikely to be resolved unless there was an independent review of the situation. In this connection, the ASC's consistent position has been to ensure that the current constitution is applied so that no person is disenfranchised from participating in elections for director and, to the extent that the current constitution appears to be frustrating the ability of snowsports to flourish, be fully documented as the basis for constitutional reform.

The VSA disputed SSV's nomination to the SSA Board at the 2005 AGM of a person it considered to be unacceptable on the grounds that the SSV Executive had not been elected pursuant to the By-Law and hence was not competent to make a valid nomination. The ASC agreed with the VSA's claim and, at the adjourned AGM on 18 July 2005, requested the SSA President not to proceed with the nomination and to ensure that SSV applied the By-Law in making a nomination. The ASC also noted, with some irony, that there had been occasions in earlier years where SSV had submitted a nomination acceptable to the VSA to the SAL AGM notwithstanding that the By-Law had not been applied then as well.

Notwithstanding the fact that the VSA is not a member of SSA, it has played a leadership role in helping to shape opinion among the NSWSA and ACTSA and frequently purports, in representations to the ASC, to be representing the views of "the states" in criticisms of the SSA Board.

Towards the close of 2004, the non-resolution of these issues after such an extensive period of consultation, together with the ongoing disruption over the recognition of the VSA, caused the SSA Board and the ASC to consider the option of a review of the SSA constitution to be chaired by a nominee of SSA but with support from the Commission. As the proposed amendments submitted by the NSWSA some months earlier had shown, work went into drafting the SSA constitution to reflect this thinking but this lapsed and the constitution remained unchanged.

It is not surprising, therefore, that these issues remain current and have been given expression, by various stakeholders, in the context of the present review.

Review of SSA's Constitution February 2005 - May 2005

The terms of reference for this review stated that the objective was for the Australian Sports Commission (ASC) and Ski and Snowboard Australia (SSA) to review constitutional arrangements between SSA and its members and participants in order to identify and recommend improvements in organisational efficiencies designed to enhance opportunities for the development and success of the sport and its discipline.

The review committee of five persons was chaired by the Vice-President of SSA and comprised three SSA nominees and two ASC staff members.

The review reached the point of issuing a questionnaire and receiving a total of only 24 responses by April 2005 before it was criticised by some stakeholders for allegedly not being sufficiently independent. The concerns were twofold: First, the committee's membership included a majority of SSA nominees and second, the chair was perceived to have been the principal architect of many of the governance concerns that SSA's critics had found in the past to be objectionable.

Moreover, because of the survey design and the low response, the data yielded by the survey without follow-up discussion did not provide a solid basis for recommending constitutional changes.

\[\text{For example, see SSA 2000-2002 Strategic Plan, February 2005, 9-10.}\]

\[\text{Ski and Snowboard Australia, Constitutional Review Terms of Reference, 24 February 2005.}\]
During May 2005, in the context of SSA’s 2005 AGM scheduled for 30 May 2005, representations were made to the ASC alleging irregularities in the governance of snowsports, in particular:

- The integrity of SSA’s membership register;
- The timing of the SSA membership cycle;
- The adequacy of notice provisions for the 2005 AGM;
- The invalidity of certain nominations for director;
- Voting age of SSA members;
- Board involvement in the appointment of the returning officer.

On 18 May 2005, the VSA made representations to the ASC, purportedly on behalf of other state bodies, regarding alleged governance inadequacies at SSA, and requesting:

- ASC’s intervention to postpone SSA’s 2005 AGM to enable SSA and state membership lists to be settled;
- Cessation of ASC funding to SSA;
- ASC to “open-up” the SSA-sponsored governance review to provide for the appointment of an independent expert to examine the SSA and its relationships with state bodies;
- ASC’s intervention to stop SSA calling an allegedly unauthorised General Meeting of SSV because the latter had not held an AGM for the last three years.

The ASC advised SSA on 26 May 2005 that, subject to the SSA Memorandum and Articles, the Corporations Act 2001 and with the consent of ASIC, it had no objections to the 2005 AGM being postponed to allow time to ensure that no members of SSA were disenfranchised and that the issue of disputed Director’s nominations were settled. The ASC also advised that it would initiate an independent review of SSA’s governance, including the matters raised by the VSA.

In response to this advice, the SSA Board adjourned the AGM set down for 30 May 2005 to 18 July 2005 and endorsed the ASC’s decision to initiate an independent review of SSA’s governance.

Outcome of 18 July 2005 AGM

Few, if any, examples of dysfunctional governance could better highlight the need for the present review of SSA’s governance arrangements than the events of the 2005 AGM and what flowed from it.

At the AGM, there were expressions of dissatisfaction regarding the way snowsports were allegedly being governed by the SSA Board as evidenced. It was claimed, by certain alleged irregularities in the recent nomination process for Board Directors. The members present, together with the proxies they held, voted to remove the President from chairing the AGM.

Despite the constitutional requirement to fill six vacancies on the Board, the AGM resolved that:

- the Board, as presently constituted, continue for a period not exceeding 90 days;
- the membership list and voting entitlements of members be agreed between SSA and each SSO within 90 days; and
- SSA should hold a further General Meeting within 90 days to conduct elections for Directors to fill the vacancies.24

The AGM was then abandoned with only three Directors remaining even though there was a constitutional requirement that a minimum of four Directors were necessary to form a quorum.

The AGM’s resolution was made notwithstanding the constitutional reality that unfilled vacancies in these circumstances amounted to casual vacancies that had to be filled by the Board and that the first requirement was for three Directors to meet to fill at least one casual vacancy to form a quorum.

The main protagonists at the AGM for the resolution sought to justify their position by asserting that it was the wish of the members voting at the General Meeting. However, his position failed to give sufficient weight to the alternative view that the resolution motions had not been included on the AGM Notice Paper circulated to all members prior to the meeting. In these circumstances, members not attending the AGM in person or via proxy were not given the opportunity to vote on them.

24 This is a paraphrase of the main resolutions not a verbatim account.
These events illustrate a misunderstanding by the protagonists supporting the motion, some of whom have been leading critics of the way SSA is governed, regarding the division of powers between the Board and the members. The rationale for this division is set out in the following extracts from the advice of SSA’s legal advisors, Lander and Rogers:

Matters of Company Discretion

There are matters within the affairs of a company which are not subject to external control under the Corporations Act. These are considered to be the internal business of the company. It can divide the power of authority over these matters between its organs as it sees fit. The articles will stipulate the division. The most obvious example is the power of day-to-day general management.

Replaceable Rule (RR) S198A Corporations Act provides a board of directors with the power of general management of a company’s affairs. This power is only restricted by what the Corporations Act or the company’s constitution requires to be done by the general meeting. There’s no restriction in the SSA Constitution (see Article 11 particularly 11.1). There would usually need to be a very good reason to deny a board the full scope of management. To retain too much management within the ambit of the general meeting of members is to possibly cause delay in decision making, expense and inconsistency. Generally it would be an impractical situation.

In determining which powers are to be granted to the directors it is important to note that the proper exercising of a power given by the constitution or the replaceable rules to the directors is beyond any interference by the members. The members and the directors are bound in statutory contract through the constitution. Dissatisfaction by the members with a decision of the directors cannot normally be challenged as the members would be acting outside of the bounds of their jurisdiction – a jurisdiction to which they have agreed through the constitution.

If the directors were breaching their fiduciary duties owed to the company, perhaps using their powers improperly, or there was improper conduct, their use of their granted powers could be challenged and the company itself would be the proper plaintiff in such a matter.

Matters of Residual Member Control

Whilst members may not interfere with the exercise of powers granted to the directors, they do have the residual power of altering the constitution. Thus it is possible to influence the decisions of the directors by limiting the scope of their power. A more sensible approach would be to replace the directors by dismissal or appointment.

If there is doubt over whether power resides with the board of directors or the general meeting, the sensible approach is to place it before the latter. Should directors act ultra vires their action can normally be ratified by the general meeting as long as it is intra vires the members. A matter that is ultra vires the company, such as the breach of an objects clause, is beyond the capacity of the members to ratify.27

Having regard to these considerations, Lander and Rogers concluded that the AGM resolution (that the Board, as presently constituted, continue for a period not exceeding 90 days), was invalid.

Lander and Rogers further concluded that the AGM resolution (that SSA should hold a further General Meeting within 90 days to conduct elections for Directors to fill the vacancies), was also invalid.

The extant members of the SSA Board and the ASC concurred with the Lander and Rogers’ advice.

For the next four months, a number of critics of the SSA Board sought to influence the outcome of the filling of the casual vacancies and threatened that if their preferred candidates were not appointed, they would requisition a SGM and fill the vacancies through that means. The President of SSA consulted widely regarding the filling of the vacancies. A composition was eventually agreed which accommodated a sufficient number of interests to win enough support to avoid the requisitioning of a SGM. It was not until 16 November 2006 that the Board was reconstituted and able to convene its first meeting since the abandoned AGM four months earlier.28

27 Correspondence from Lander and Rogers to Michael Kennedy, CEO of SSA, 25 July 2005.
28 This issue of the Victorian nominee is still a contentious issue. In this connection, the ASC expressed a preference for SSA to nominate a person to the SSA Board strictly in accordance with the By-Law or, if this is no longer feasible because of the lapse of time and the imminent release of the present report, to allow the candidate preferred by the SSA Board to attend SSA Board meetings as an observer, provided other key stakeholders have no objections, until the release of the present report. The ASC’s preference is for the Victorian casual vacancy to be filled by this person because this was allegedly agreed among a number of stakeholders in the negotiations for filling the casual vacancies. The ASC opposed this because of the previous disenfranchisement of Victorian members through SSA’s failure to apply the By-Law to elect the SSV Executive in order to make a valid nomination and because the ASC did not want to prejudice the outcome of this process.
10 RESULTS OF STAKEHOLDER CONSULTATION

Results of Questionnaire Survey

The questionnaires were emailed to 2,535 individuals and organisations, including 740 members of SSA, listed on the SSA database. There were 34 responses. The results of the survey are summarised below.

Constitution and Structure

29 respondents (85.29%) agreed with the statement that the SSA Constitution and the constitutions of state/territory snowsport organisations (if any) should be appropriately aligned.

19 respondents (55.87%) disagreed with the statement that the membership categories listed in the SSA Constitution (refer Part A of this questionnaire) are appropriate.

30 respondents (85.28%) disagreed with the statement that the current structure comprising a national body, associations in NSW, SA, Tasmania and the ACT and a Victorian division, plus discipline committees, is effective in delivering and developing snowsports.

19 respondents (55.88%) agreed with the statement that I believe effective governance of snowsports is more likely if controlled through a single national structure, supported by discipline committees and branches.

18 respondents (52.94%) agreed with the statement that I believe effective governance of snowsports is more likely with a federated structure based on a power sharing between the national body and independent state/territory bodies.

24 respondents (70.58%) disagreed with the statement that the roles and responsibilities of existing national and state structures are clearly defined and delineated.

24 respondents (70.58%) disagreed with the statement that the present procedures for electing/appointing SSA directors guarantee a diversity and balance of skills.

20 respondents (58.82%) agreed with the statement that the terms for directors ensure periodic renewal.

20 respondents (58.82%) disagreed with the statement that SSA directors understand and abide by their legal duty to SSA even where, in particular instances, this might appear to be inconsistent with the interests of the bodies that nominate them.

14 respondents (41.17%) agreed and the same number disagreed with the statement that individual participants in snowsports should become direct members of SSA with agreed capitation fees then flowing from SSA to support the states/territories.

14 respondents (41.17%) disagreed and 13 (38.23%) agreed with the statement that Victorian snowsports would be best developed and delivered through the Victorian Snowsports Association as an affiliated body of SSA.

13 respondents (38.23%) disagreed and 11 (32.25%) agreed with the statement that Victorian snowsports are best developed and delivered through Ski and Snowboard Victoria as a division of SSA.

In addition to these quantified responses, 17 respondents provided additional narrative comments. The most frequent comments focused on:

- The need for a unified national body that will eliminate state rivalries and differences in the criteria for team selection used by individual states; (5 respondents)
- The need to reform dysfunctional national/state rivalries that is damaging cohesion across snowsports and adversely affecting sport development; (4 respondents)
- The need to modernise the current constitution; (4 respondents)
- The need to reform the current voting arrangements so that the best possible board can be elected to run SSA; (2 respondents)
- The need to reduce the number of levels of administration for such a small sport as SSA as the current structure causes confusion and inefficiency; (2 respondents)

Taken together, the quantified and narrative responses suggest there is:

- Considerable concern over the dysfunctional relations between the SSA Board and state/territory associations;
- Substantial support for the reform of many aspects of SSA's governance arrangements aimed at eliminating these dysfunctions; and
- On balance, stronger support for a centralised unitary model than for a decentralised federated structure to govern snowsports.
Communications and Relationships

19 respondents (55.88%) agreed with the statement that I regularly make my views known to the SSA Board or CEO.

18 respondents (52.94%) agreed with the statement that I regularly make my views known to my state/territory snowsports association or SSA division.

17 respondents (50%) agreed and 15 (44.11%) disagreed with the statement that I regularly attend annual general meetings of SSA.

17 respondents (50%) agreed and 15 (44.11%) disagreed with the statement that I regularly attend general meetings of my state/territory snowsports association or SSA division.

18 respondents (52.94%) disagreed with the statement that SSA’s responses generally show that it takes seriously the views I express.

17 respondents (50%) disagreed and 12 (35.29%) agreed with the statement that the SSA Board and CEO communicate effectively with state/territory snowsports bodies.

16 respondents (47.06%) disagreed and 9 (26.47%) agreed with the statement that State/territory snowsports bodies communicate effectively with the SSA Board and CEO.

26 respondents (76.47%) disagreed with the statement that cooperation between SSA and state/territory snowsports bodies is good.

20 respondents (58.82%) agreed with the statement that SSA has good relations with external bodies such as the Olympic Winter Institute, Australian Olympic Committee and State Institutes of Sport.

13 respondents (38.23%) agreed and the same number disagreed with the statement that SSA has good relations with external bodies such as ski/snowboard resort operators and local ski/snowboard community residents.

20 respondents (58.82%) agreed with the statement that SSA has good relations with the Federation Internationale de Ski.

In addition to these quantified responses, 10 respondents provided additional narrative comments. The most frequent comments focused on:

- The serious lack of communication between SSA and state bodies and vice versa; (4 respondents)
- The very good relationships SSA has established with the OWIA, AOC and state institutes of sport; (2 respondents)
- The outstanding job done by the SSA President and CEO in restoring SSA’s financial position from the debt it inherited; (2 respondents)
- The need for a centralised national body with the authority to govern snowsports at all levels and across all jurisdictions; (2 respondents)
- The need to eliminate the rivalries and lack of trust between SSA and the state associations; (2 respondents)

Taken together, the quantified and narrative responses suggest there is:

- Considerable concern over the dysfunctional relations between the SSA Board and state/territory associations;
- Ineffective communication between SSA and state/territory associations and vice versa; and
- Effective communications and relationships between SSA and those organisations where the relationships are seen to be important for the achievement of mutual objectives.

Strategic Management

14 respondents (41.17%) disagreed and 13 (38.23%) agreed with the statement that SSA’s strategic planning processes encourage input from a wide cross-section of individuals and organisations.

15 respondents (44.11%) agreed and 12 (35.29%) disagreed with the statement that the expectations of key stakeholders are well reflected in the SSA strategic plan.

17 respondents (50%) agreed and 8 (23.52%) disagreed with the statement that I agree with the key objectives, strategies and activities stated in the SSA strategic plan.

12 respondents (35.29%) agreed and 9 (26.47%) disagreed with the statement that SSA has annual operational plans that are aligned with the strategic plan.
17 respondents (50%) disagreed and 9 (26.47%) agreed with the statement that state/territory structures deliver programs that are closely aligned with the directions outlined in the SSA strategic plan.

13 respondents (38.23%) agreed and 12 (35.23%) disagreed with the statement that the SSA Board and the CEO’s actions are consistent with the priorities stated in the SSA strategic plan.

12 respondents (35.29%) agreed and the same number disagreed with the statement that SSA reports at least annually to stakeholders on its performance in relation to the strategic plan.

15 respondents (44.11%) disagreed and 12 (35.29%) agreed with the statement that SSA allocates funds to the various disciplines appropriately and consistent with the strategic plan.

17 respondents (50%) disagreed and 10 (29.41%) agreed with the statement that SSA is adequately resourced to manage the effective implementation of the strategic plan.

18 respondents (52.94%) disagreed with the statement that SSA is effective in generating income to support snowsports.

16 respondents (47.05%) disagreed and 11 (32.36%) agreed with the statement that SSA strikes an appropriate balance between supporting elite competition and other levels of competition.

18 respondents (52.94%) disagreed with the statement that SSA strikes an appropriate balance between supporting competitive and recreational snowsports.

12 respondents (35.29%) agreed and the same number disagreed with the statement that SSA is effective in representing the interests of snowsports to external bodies.

20 respondents (58.82%) agreed with the statement that the sport is achieving good elite athlete performance outcomes.

10 respondents (29.41%) disagreed with the statement that the sport has satisfactory programs and pathways for developing talented competitors at all levels.

11 respondents (32.25%) disagreed and 10 (29.41%) agreed with the statement that the SSA membership register is maintained accurately and updating occurs in a timely fashion in accordance with agreed procedures.

In addition to these quantified responses, 16 respondents provided additional narrative comments. The most frequent comments focused on:

- The insufficiency or inequity of the resources provided for their discipline: (4 respondents)
- The need for SSA to concentrate exclusively on competitive snowsports and to discontinue any association with recreational snowsports: (3 respondents)
- The need to correct the imbalance favouring elite athlete support at the expense of junior development support: (2 respondents)
- The appropriateness of the SSA strategic plan for the current circumstances: (2 respondents)
- The need to revise the current confusing athlete pathway: (2 respondents)

Taken together, the quantified and narrative responses suggest there are major strategic issues for the SSA Board to settle but that it is difficult for progress to be made to the satisfaction of participants under the current governance arrangements and with the present high level of distrust and disharmony.

The relatively high number of “no opinion” responses suggests that on some strategic management matters, a significant proportion of respondents feel they are not sufficiently well informed to make valid comments.

To the extent that opinions were expressed, a majority of respondents appear to be happy with SSA’s strategic direction as outlined in the strategic plan and agree that their expectations are well reflected in the plan. However, opinion was roughly equally split over whether SSA’s strategic planning processes encourage input from a wide cross-section of individuals and organisations. What is very clear is that a majority of respondents do not believe that state/territory structures deliver programs that are closely aligned with the directions outlined in the SSA strategic plan.

The responses further suggest that the main area where there are concerns is in the execution of the strategic plan especially in SSA’s resource allocation priorities. The focus here is the degree of support for the different disciplines and the balance between elite and other levels of competition and between competitive and recreational snowsports. This is further reflected in the fact that while a majority agreed that the sport is achieving good elite athlete outcomes, a majority felt that the sport did not have satisfactory programs and pathways for developing talented athletes at all levels. Respondents were roughly evenly split over whether the actions of the SSA Board and CEO were consistent with the priorities stated in the strategic plan.
The opinions provided through the structured part of the questionnaire were expanded on in responses to the question: What are the three things you most value about the way snowsports are currently being developed and delivered in Australia? Of the 34 respondents, 31 commented on this question. The main characteristics valued most were:

- The way SSA administrators had worked hard to get SAU/SSA out of debt and to work effectively with other institutes and organisations; (12 respondents)
- Separate bodies such as NSWIS, the OWIA and the AIS are needed and valued in the development of snowsports; (11 respondents)
- The interschools competition has done a lot for snowsports especially in promoting the separate disciplines, encouraging more participation and in developing the skills of children; (9 respondents)
- The high performance and sport development programs have been working well as evidenced in competition success internationally. (5 respondents)

Of the 34 respondents, 31 commented on a further question: What are the three things you would most like to see changed in the way snowsports are currently being developed and delivered in Australia? The main comments focused on:

- The unequal distribution of funding among the four disciplines, the need to use funds more effectively, the need for SSA to make clearer decisions on where funding should go and how need for a funding structure to be made available to athletes so they can become better informed regarding the level and timing of their eligibility; (14 respondents)
- The need to change the national body structure to enable the sport to be conducted more efficiently; (9 respondents)
- The need to eliminate state/national rivalries because of the problems this creates; (8 respondents)
- The need for a central and fair national organisation to control snowsports; (8 respondents)
- The need to reform the current athlete pathway which is perceived to be confusing and unclear; (6 respondents)
- The need for more effective talent identification and support to improve and expand the development of younger athletes into elite athletes; (5 respondents)

It has to be acknowledged that the questionnaire response rate was not high and interpretation of the responses must bear that in mind. Nevertheless, it is not unreasonable to assume that those who did respond are keenly interested in snowsports and in the way they are governed and that they include at least some of the individuals and organisations who have been active in the governance debate. It is not at all surprising, therefore, that the main pattern in the responses has revealed a sharp divide between respondents expressing state/territory or family member perspectives (favouring a federated model) and those who support a strong central body. The response could also suggest that the large majority of SSA members are not especially interested in SSA's governance and simply wish to access the services provided by SSA such as competition licensing.

Submissions and Interview Responses

Appendix 11 contains the names of the individuals and organisations that made formal written submissions. A small number of individuals and organisations also provided factual or historical information that was not in the form of submissions. This information was taken into account but the author's names are not listed in the appendix.

Face-to-face interviews were held with representatives of the 22 organisations or groupings listed in Appendix 4.

The written submissions and interviews have shown that there are a wide range of views on the governance of snowsports in Australia. Given this diversity and the force of the assertions and counter assertions, it is not difficult to see why these matters have caused so much disharmony and distrust and have remained such intractable problems for so long.

A summary of the main sentiments expressed follows:

Constitution and Structure

- The SSA Constitution is out-of-date and not consistent with modern governance standards. There is too much operational detail in the Constitution which should be incorporated into By-Laws where amendments can more readily be made.
- Governance arrangements seem excessively complex for a sport that is based primarily in only two states and one territory and which has, in 2005, only 140 members, including 546 registered competitors. (These figures include 246 FIS registered competitors.)
- SSA's main relationships are with athletes, race clubs, resort operators, discipline committees and with program partners, OWIA, NSWIS and VIS.
Snowsports divides naturally between the four disciplines or the five resorts, with their attached race clubs. Snowsports do not divide naturally between states/territories.

A significant number of SSA members who become members via state/territory associations and payment of capitation fees have little interest in elite competition yet this is the focus of the SSA Board because of the funding priorities of the ASC.

Nominees of state and territory associations to the SSA Board too often represent partisan, rather than whole-of-sport, views.

Office bearers nominated to the SSA Board by particular constituencies should resign from office before taking up their appointments to minimise representation of sectional interests in breach of their director's duties to SSA as a whole.

The current SSA federated structure and membership arrangements, combined with the ability of state/territory activists to deploy proxy votes where the majority of members are not active, gives activists disproportionate power at general meetings, including the power to dismiss the Board and amend the constitution.

The current state/territory voting entitlements mean that the ACT sometimes holds the balance of power even though the ACT has no resorts and only 8% of SSA members are ACT Snowsports members. Moreover, only 6% of SSA members are resident in the ACT.

By far the largest state body is SSV, with 500 or 66% of SSA members compared with NSW Snowsports (181 or 24%). Because SSV is a division of SSA rather than an independent association, it is able to recruit members directly whereas in the other jurisdictions, recruitment is carried out by the state/territory associations.

In 2005, there were no SSA members who were also members of the South Australian or Tasmanian Snowsports Associations.

A unitary model would be more appropriate to better align roles and responsibilities for service delivery.

State sport and recreation agencies would not oppose a unitary model for snowsports governance provided that any state funding reflects state priorities and is appropriately recognised and on condition that state assets are properly protected.

The VSA, NSW and ACT Snowsport Associations oppose a unitary model because they are concerned about the centralisation of power and also because they believe that independent state/territory associations operating within a federated structure are better able to service the needs of members while at the same time harness volunteer commitment and engagement at a regional level.

There should be a National Snowsports Council advising the SSA Board on discipline committee matters (national and state), race clubs, disabled snowsports and interschools.

An advisory council would simply add another layer of governance and shift many of the tensions and conflicts at the Board level to the council level.

The most important organising principle is based on the concept of "form follows function", that is, governance arrangements should be derived directly from the functions to be performed.

The present governance arrangements for snowsports nationally do not follow the "form follows function" principle. This is partly because there is a disconnection between the priorities of the states/territories that fund entities within their jurisdictions and the ASC which provides most of the funding to the national body.

National funding priorities articulated by the ASC focus primarily on competitive snowsports at an elite level while state/territory funding priorities concentrate mainly on mass participation in snowsports at a recreational level.

Competitive snowsports have evolved organically over the years around race courses and resorts and the current SSA constitution which recognises state and the ACT snowsport associations for membership and voting purposes does not reflect these changes.

If state/territory associations were no longer to be recognised in the SSA constitution, the race clubs and resorts could be expected to take up the role of supplying coaches, officials and other volunteers. Former competitors could also be expected to be attracted back to the sport if they perceived that the current level of disharmony and distrust was no longer present.

The reference to "recreation" in the current SSA constitution means that the SSA Board, in not devoting at least some resources to this function in recent years and in not being fully aligned with FIS' responsibilities for competitive sport and recreation, has not discharged its responsibilities properly.

There is no breach of duty by the SSA Board. The Board's stewardship of SSA's affairs is always subject to member intervention through constitutional means and it is understood that FIS would have no objections if SSA's priority on competitive snowsports is confirmed.

The governance of small, not-for-profit sporting organisations such as SSA should be bottom-up, grass roots driven not top-down as is typically the case with large for-profit public companies.

SSA's governance is currently a hybrid representing the worst of both worlds; it has a divisional structure in Victoria reminiscent of a unitary model and an independent, federated structure in the case of the other states and territories.

State/territory associations have major roles to play in recreational snowsports, in particular, in representing the needs of recreational skiers to resort operators and to government in relation to such matters as land use and environmental management, skiing infrastructure and snowsport safety.
• State territory associations could also continue to provide commercial services to recreational skiers although there should be collaboration with SSA in relation to insurance cover to achieve economies of scale and reduced costs for recreational and competitive skiers.

• State territory snowsports associations are no longer an appropriate form of organisation for representing or servicing the needs of competitive skiers because other bodies now fulfill these functions.

• Race clubs should be central in talent identification (ID) and in steering potential elite athletes towards appropriate competitive pathways.

• The SSA Board should be skills-based, rather than interest-based, and should include only persons having a whole-of-sport perspective with a knowledge of:
  - the needs of athletes;
  - elite level snowsports, pathways and programs;
  - corporate governance;
  - finance;
  - law; and
  - fundraising and sponsorships.

• The states' preference, as proposed by the NSWSA, VSA and ACTSA in October 2004, and recently reaffirmed, is for the SSA Board to comprise 4 persons elected by members with relevant expertise requirements, 3 persons nominated by NSWSA, VSA and ACTSA and 2 persons appointed by the SSA Board with discipline or event management experience.

• Disciplines should be represented on the SSA Board because:
  - each discipline is unique;
  - they deal with the core business of competitive snowsports; and
  - members possess the necessary technical expertise to enable the Board to make well-informed decisions.

• Disciplines should not be represented on the SSA Board in lieu of state/territory interests because this could substitute inter-disciplinary tensions for regional/national conflicts. They represent partisan views and could result in a "tyranny of the disciplines" rather than the "tyranny of the states."

• National alpine and cross country disciplinary committees structured predominantly around state-nominees are relatively ineffective in representing the views of, or communicating with, athletes, compared with those that are structured around race clubs.

• The roles of discipline committees has declined in recent years with programs being run by the SSA office and events being run by clubs and resorts. Discipline committees are now concentrating primarily on technical rule matters.

• There is minimal risk of a conflict of interest on the SSA Board by having nominees of disciplines on it because virtually everyone with a knowledge of snowsports on the Board will have some form of discipline background.

• There should be an athletes commission that elects a member to the SSA Board in line with ASC governance practice.

• Athletes should not be represented on the SSA Board because they may have a conflict of interest in much of the decision-making and may frequently be unavailable to attend Board meetings because of competition commitments.

• Control of membership is the key issue; the only way of guaranteeing the long term survival of independent state/territory associations is to ensure that all membership of SSA is only possible indirectly via state/territory associations upon payment of capitation fees with no option of direct membership of SSA.

• SSA membership should be based on individuals rather than groups such as clubs because these intermediate or consolidating groups interposed between the Board and the membership can result in dysfunctional factions and voting blocks being formed.

• Reciprocal memberships whereby, for example, membership of a race club automatically conferred membership of SSA on payment of capitation fees could be a viable option.

• The interschools competition in NSW is generally well regarded for the high levels of student participation, as an entry point for talent ID and further development through race clubs and because it relies totally on volunteer support as a source of significant net income for investment in the sport.

• The interschools competition in Victoria run by SSDF is less cost effective than NSW because the former employs paid staff rather than volunteers to deliver similar services for a comparable number of students. SSDF also provides a forum for nominees from SSA and VSA to continue their dysfunctional debates about the wider issue of governance of snowsports nationally and in Victoria.

• Resorts and interschools should be acknowledged in the SSA constitution but should not be represented formally on the Board because of the potential for a conflict of interest.

• The SSA Board should take account of the views of clubs, disciplines, resorts and interschools but should do this through formal consultative processes, possibly through their peak bodies or via advisory panels, rather than through representation on the Board.
Strategic Management

- SSA's principal role should be to identify, within the financial resources available, opportunities for success at the elite competition level and to ensure there are adequately-funded programs and pathways in place that will foster the development of competitive athletes to exploit those opportunities.

- Competitive snowsports are very expensive for Australian athletes whose local snow season is relatively short and who have to travel and be accommodated in the northern hemisphere for extended periods to compete effectively with local athletes. The latter enjoy, by virtue of proximity, the comparative advantage of relatively low cost access to long snow seasons and extensive infrastructure.

- On equity grounds, all disciplines should be funded by SSA to provide more equal opportunities to develop competitors irrespective of past medal success. ASC funding should not be based on elite competition success to the extent it presently is.

- SSA does not have the resources to compete at the international elite level across all disciplines. On efficiency grounds, targeted and innovative spending is necessary to concentrate resources where the risk of failure is lowest and the opportunity for success is greatest.

- Freestyle (aerials) is a good example of targeted and innovative spending. Here the SSA/OWIA partnership has successfully recruited athletes with gymnastics backgrounds who are able to undertake aspects of their training off-mountain in Australia and in so doing, counter the comparative advantages of northern hemisphere countries.

- State/territory funding to local associations in NSW and the ACT is relatively minor, in the $25,000-$30,000 range annually, compared with ASC grant funding of $565,000 for SSA in 2004-05 plus an additional $370,000 support provided through the AIS. ASC grant funding represented 62% of SSA income in 2004-05.

- SSA membership fees amounted to $55,000 in 2004-5, some 6% of total income.

- The SSA Board is mindful of the need to serve members and other stakeholders but, because of SSA's very high dependence on ASC funding, feels obliged to give the greatest weight to ASC priorities.

- The greatest successes in snowsports for SSA at the elite competition levels are in freestyle (82% of the medals awarded from 1994 to 2005 even though registered freestyle competitors in 2005 represent only 16% of the total) and, to a lesser extent, snowboard (15% of the medals awarded from 1994 to 2005 in line with registered snowboard competitors in 2005 representing 15% of the total).

- The improved performance of Australian snowsports at the elite competition levels has occurred after SSA outsourced its high performance program to OWIA and can be largely attributed to this change.

- At the same time, 61% of registered competitors in Australia are from the Alpine discipline but, over the 1994-2005 period, they have won only 3% of the medals, the last one in 1998-99. Cross Country, with 8% of the registered athletes in 2005, won no medals over the 12 year period.

- SSA's policy is to allocate resources in favour of those disciplines (Freestyle and Snowboard) where there are the greatest opportunities for elite level success and hence the greatest likelihood of attracting ASC funding even though Alpine and Cross Country have by far the most members.

- Alpine and Cross Country are the traditional snowsports disciplines with long histories and a rich culture and the ability under the FIS funding formula to attract FIS funding of $140,000 in 2004-05 for allocation at SSA's discretion. However, some of the chief protagonists for these disciplines who are well represented in the NSW and the ACT snowsport associations have a strong perception that SSA provides disproportionate support for Freestyle and Snowboarding at the expense of their disciplines.

- National team funding of $1,202,500 in 2004-05 from all sources is allocated to Freestyle (53%), Alpine (25%), Snowboard (18%) and Cross Country (4%).

- SSA in its earlier manifestation (SAL) got into financial difficulties in 1996-97 because it attempted "to be all things to all people" but did not have the resources to do this.

- SAL's, later SSA's, financial recovery since the potential insolvency of 1997 was due primarily to the replacement of the then Board with a skills-based one and a discarding of non-sport functions to focus on competitive sport only.

- The SAL, later SSA Board, in particular the then President (now Vice-President), did an outstanding job in restoring the national body's financial viability.

- Snowsports bodies are very modestly resourced and rely heavily on volunteers. SSA has two full-time paid staff providing services to the national body and to SSV as well, New South Wales, the ACT and the VSA each has one part-time paid staff while South Australia and Tasmania have none.

- The SSA Board in recent years has been dominated by the President and Vice-President and decisions are made in a non-transparent manner without proper consultation with key stakeholders.

- The allocation of funding for sport rather than for governance and administration is highly valued but the lack of resources for the latter functions can cause tensions and cause criticism because short-cuts tend to be taken resulting in non-compliance with legal obligations.

- The SSA Board has breached Corporations Law requirements. This non-compliance warrants ASIC investigation.
• The SSA Board has "cut a few corners" in discharging its governance responsibilities. This has involved relatively minor non-compliance with Corporations Law or constitutional requirements. To the extent that this may have occurred it was inadvertent and due to:
  - the heavy workloads associated with returning the company to solvency;
  - the distractions caused by dealing with constant criticisms from some stakeholders advancing self-interested views; and
  - having very few staff resources.

Communications and Relations

• State/territory snowsport bodies hold negative views about the way SSA governs snowsports nationally alleging that it is "Melbourne-centric", has poor corporate governance standards, does not seek the views of the state/territory bodies, communicates inadequately and allocates resources inequitably.
• SSA has minimal contact with state/territory associations except concerning the reconciliation of membership registers, the payment of capitalization fees and, in recent years, the disputation surrounding the roles and responsibilities of state/territory associations vis-à-vis SSA in the governance of snowsports.
• SSA is perceived to show little interest in the views of state/territory associations and typically, when such views are expressed, to "ride roughshod" over them.
• The disharmony and distrust directed towards SSA impedes the national body's ability to recruit and retain the best people as directors.
• Almost all of the conflicts surrounding the governance of snowsports in recent years can be attributed to the competition for seats on the Board, the demands for more funding for Alpine and SSA's non-recognition of the VSA.
• Agitation regarding the governance standards of the SSA Board is driven by a very small number of individuals.
• There is a large silent majority of SSA members who watch with alarm the agitation of a few who, by virtue of their persistence and advocacy skills seem to be influential in having their views noted in Canberra.
• Skiing is heavily dependent on resorts providing expensive physical infrastructure, facilities and services including coaches.
• SSA has done an excellent job in partnering with external bodies such as GWS, MGSWS and VIS to achieve positive elite outcomes.
• Some state/territory snowsports associations are unwilling to provide SSA with the small address details of their members in a timely manner making it very difficult for SSA to communicate with them through ENEWS to keep them informed about important matters affecting athletes.
• SSA does not market direct membership because of the sensitivities of some state/territories to "poaching" their prospective members.

The conflict between SSA and the VSA has been debilitating to the governance of snowsports. The basis of this conflict is multi-causal but, at its heart, appears to be based on VSA's belief that, as the SSO recognised by the Victorian Government, the VSA should be affiliated with SSA as the recognised snowsports body in Victoria rather than SSV.

• The VSA claim appears to be based primarily on:
  - VSA was never officially wound-up after the formation of SSV;
  - SSV has breached its own By-Law regarding the calling of AGMs to elect an Executive Committee and to make valid nominations to the SSA Board;
  - an agreement executed in 1999 between representatives of VSA and SSV that the VSA would be reactivated after one year if SSV was not operating satisfactorily;
  - SSA and SSV are not representing or servicing the needs of snowsports effectively.

• SSA has offered affiliation to VSA on condition that it amends its constitution to reflect one vote: one value, that it focus exclusively on competitive sport and that it accept SSA's position that the national body inherited a significant debt when it took over VSA's assets and liabilities, by agreement, in 1998.

• VSA's demands for SSA reform gathered strength after the Victorian Government conferred SSO status on VSA. SRV has a high regard for VSA because the services it provides are closely aligned with the community building goals of that agency's host department.

• The parents of some snowsports competitors are disruptive elements in governance because they are interested only in the pathway or program their children are currently involved with and are unwilling to take a wider view of the sport as a whole.

• The breakdown in cooperation and collaboration that occurs when the national and sub-national bodies assert their independence increases risk and jeopardises the conduct of snowsports as evidenced by, for example:
  - sub-national bodies not passing on important information provided by SSA regarding member protection and anti-doping to athletes; and
  - separate insurance policies being negotiated by SSA and a number of sub-national bodies resulting in different levels of cover with higher premium costs because of the divided risk pool.

• Some of the perceived interstate rivalry between Victoria and NSW might be alleviated by relocating SSA to Canberra.

• Relocating SSA to Canberra would not be appropriate because it could impede the sport's ability to readily access sponsors.

• SSA has shown no interest in supporting the development of disabled snowsports even though disabled athletes have out-performed able-bodied athletes in benchmark events.
• DWA would welcome the opportunity for discussions with SSA to assess the desirability and feasibility of a merger provided:
  - it was seen as a merger of "equals";
  - there was appropriate protection for DWA assets;
  - existing DWA funding was not lost to disabled skiers; and
  - merger discussions were mediated by the ASC.
• DWA would like to explore opportunities for greater cooperation and collaboration with SSA in the areas of coaching, training, competitions and pathways.
• SSA does not favour amalgamation with DWA or having a constitutional provision for DWA as a member because each organisation has divergent objectives and interests.

Summary of Stakeholder Consultation Findings

Notwithstanding the range of views expressed in the survey responses, the submissions and the interviews, it is possible to identify some dominant themes. At the same time, it has to be acknowledged that, because of the counter-veiling positions taken by some protagonists, the results of the consultation are "on balance" findings.

There is considerable concern over what is a very significant misalignment between "form and function." Misalignment has evolved over time between, on the one hand, snowsport priorities as adopted by SSA in response to ASC funding priorities and, on the other hand, the present governance arrangements which provide for independent state/territory associations to have a major influence on policy through membership voting entitlements despite the latter having significantly different priorities as a consequence of aligning them with the priorities of state governments which are one of their main sources of funding.

Many respondents are therefore looking for comprehensive reform of SSA's governance arrangements to eliminate perceived national/state rivalries. The vehicle to achieve this, in the opinions of those respondents, is to have a stronger national body with more authority over what happens at the state/territory levels.

At the same time, the reformed national body would be expected to consult and communicate more effectively with all stakeholders especially regarding resource allocation and the development of programs and pathways. These should better reflect the needs of competitive skiers moving through the junior, sub-elite and elite levels across all disciplines without concentrating excessively on the needs of elite competitors in primarily two disciplines where medal prospects were brightest.

The substantial results in elite competition have been achieved despite an atmosphere of distrust and disharmony and vocal criticism directed towards the SSA Board. The obvious question that must be asked is how much better might those results have been and how much better might they be if the reform of the past five years was no longer evident.

The consultation findings suggest that the underlying reasons for this instability are primarily structural–governance at their heart although the symptoms have manifested as widely differing priorities arising from conflicting personalities who are perceived to hold divergent agendas.

16 "form follows function" is a well-accepted organisational principle which contends that, for efficiency and effectiveness purposes, organisational/governance arrangements ought to be derived from the organisation's function.
11 FINDINGS AND RECOMMENDATIONS

Referencing conclusions from the earlier headings of the report and the reviewer’s governance expertise, these findings and recommendations address the terms of reference and apply the governance best practice principles to make specific recommendations on:

- Legal and constitutional matters
- Organisational structure and alignments at national and sub-national levels
- Communications and interactions with key stakeholders
- Remaining governance issues and practices

Legal and Constitutional Matters

Purpose

SSA’s Objects include responsibility for recreational skiing and environmentally sustainable development of alpine ski areas. In addition to junior development, competition and racing and elite development. These Objects were appropriate at the time they were adopted by SSA’s predecessor, SAI.

Times have changed. Resorts, recreational clubs and to some extent, state and territory associations, now occupy the recreational “space”. Resorts are best positioned to advocate on, and bear responsibility for, matters concerning environmentally sustainable development

SSA’s resources are inadequate to support both recreational and competitive snowsports. In fact, SSA has found difficulty in resourcing all levels of the athlete pathway, alone. Its current focus on competition at the elite and sub-elite levels is prompted by its ASC funding and SIS/SAS partner arrangements which are directed at competition at this level. Talent identification and junior development require an increased focus.

Although FIS’s charter embraces recreational snowsports, knowledgeable observers are of the opinion that FIS would not object to an affiliated, national organisation whose responsibility did not extend to recreational snowsports.

SSA’s Objects should reflect its current reality and aspired future: a viable, competitive sport at all levels of the athlete pathway both in, and for, Australia.

GBPPP requires clarity of purpose.

Recommendation (R) 1 – The Objects of SSA be amended to reflect a role only in competitive snowsports from entry level through all stages in the athlete pathway.

R2 – SSA seek the imprimatur of FIS in relation to the proposed change to its Objects detailed in R1.

Governance Model

Snowsports existing governance arrangements are dysfunctional and do not support the role of SSA in competitive snowsports for the following reasons:

- Snowsports are over-governed, relative to their size, with six separate entities involved: ACTSA; NSWSA; SASKI; SSA; SSSF; VSA.
- Entrenching state-based entities in the membership of SSA belies the realities of snowsports which divide more naturally on discipline or resort and club lines.
- Voting control at membership level lies in the hands of individuals and associations predominately concerned with recreational pursuits.
- Recognition of state and territory associations in the membership and weighted voting structure of SSA has entrenched interstate rivalries particularly between NSW and Victoria.
- An SSA board which includes directors nominated and elected by rivals has elevated rivalry to board level with attendant governance dysfunction.
- SIS/SAS, resorts and racing clubs have evolved roles previously played by state and territory associations rendering the latter less relevant to snowsports in general and, effectively, irrelevant to competitive snowsports beyond the entry and school level.
- SSA’s important relationships in delivering competitive outcomes are not with state and territory associations but with athletes, race clubs, resort operators, discipline committees and program partners.
- SSA’s membership recruitment would be supported by its ability to recruit members directly rather than through state and territory associations.
- Existing SSA, VSA tensions are long-standing, with no sign of abatement, and reflect SSA’s attention from running snowsports for competitive outcomes.
- Current SSA membership voting entitlements, coupled with existing tensions, have, on occasion, allowed ACTSA to exercise the balance of power with only a small percentage of SSA members.
- The financial contribution of state and territory departments and associations to competitive snowsports are marginal.
The governance models proposed for SSA by various stakeholders are outlined in
Appendices 12 to 14.

Governance models for snowsports in New Zealand and Canada were also considered: a
national entity for each discipline. This model was rejected as too complex, costly and "top-
heavy" for the size of snowsports in Australia.

The proposed models are positioned on the Structural Governance Continuum (Appendix 15).
The continuum recognises that governance structures change, over time, to meet the current
needs of an organisation in much the same way as management and operational structures
evolve. Progress towards a mature, centralised model in national not-for-profit organisations
inevitably occurs, though not without pain, with the advent of professional management and as
the need for consistent strategy and policy implementation at state or local level gains
momentum.

To overcome the debilitating factors described previously, a federation-style governance
structure, with an increased role for states (Appendix 12), is not favoured. Further, the
continued existence of state and territory associations as critical players in SSA's structure
(Appendix 13) does not meet the requirement of "form follows function" while any National
Snowsports Council, acting in an advisory position to the SSA Board (Appendix 14), would
simply add another layer of governance.

It is difficult to see how reform of SSA's governance at the margin would be able to resolve
the fundamental misalignment brought about through having the NSC funded, primarily by the
Commonwealth according to one set of criteria, to achieve a particular purpose, and
independent associations funded primarily by the states and territories, according to a
different set of criteria, to achieve a separate purpose.

If it is accepted that SSA should focus on competitive snowsports at all levels and on
achieving success at the elite level in international benchmark events in accordance with ASC
funding priorities, then application of the "form follows function" principle suggests that, in
demographically-concentrated small sports such as snowsports, a unitary governance structure
would be the most appropriate.

State and territory associations could continue to play a role in recreational snowsports and,
like Cycling, form a national organisation for recreational pursuits which would co-exist
alongside the SSA with its athlete development and elite performance emphasis. In this
event, state and territory associations could take up "entity" membership of SSA but would be
restricted to only one vote per association (see later recommendations).

Alternatively, the associations could transfer assets to SSA and disband. Previous
association members could become involved in volunteer activities in SSA's branches (see
later recommendations).

R3 – The unitary governance model detailed in Appendix 16 be adopted by SSA.

Membership of SSA

Findings on SSA membership deficiencies have been addressed in the previous sub-heading.

Based on the dual logic of democratic principle and financial imperative, SSA membership
should be open to anyone but only on the basis of an equality of voting power (GBPP3).

R4 – Membership of SSA comprise:
• Any interested person, with "person" defined to include incorporated entities
  which appoint a representative
• As exists, life members appointed by the AGM on recommendation of the Board
• As exists, honorary members appointed by the Board
• If still desired, Patron, appointed by the AGM on recommendation of the Board

Membership fees are an operational and budgeting issue and should not require AGM
approval as is the case under existing Articles.

R5 – Membership fees be determined by the Board not the AGM.

The existing Articles of SSA are silent on the issue of member voting age and this oversight
has been utilised by some to muster children's proxies to carry or defeat motions at general
meetings furthering factional interests and tensions.

To obviate these tensions and to address GBPP5, it is appropriate to entranch a voting age in
the Constitution based on FIS policy on the competing age for athletes.
R8 – One vote per member (including entity representatives) be exercised by members who are 18 years and over with the exception of any Patron or honorary member who hold no vote.

The membership register should be unimpeachable (GBFP4) yet factional interests have prevented this from being so. SSA must establish a reliable membership register.

R7 – The member register clearly record the date on which someone became, or ceased to be, a member under a system of annual membership fees.

The recommended member voting entitlement of one vote only per member is designed to reduce the likelihood of “block” voting. Nonetheless, the currently alleged practice of assigning the right of proxy on the application for membership form has supported block voting and a more democratic practice would result if proxies can only be triggered in conjunction with the notice of motion for a general meeting.

R8 – Proxy voting be retained but only in conjunction with the notice of motion for a general meeting.

Under Clause 16 of SSA’s Articles, the AGM has, effectively, the power to govern the company by amending or repealing any by-law made by the Board. This is untenable. The Board is elected or appointed to govern the company on behalf of the members. If the Board’s role is to be so fettered by possible action of a general meeting one could argue there is no point in having a Board.

R9 – By-laws made by the Board not be subject to amendment or repeal by the company in general meeting.

Athletes Commission

Under existing SSA Articles, one board position is dedicated to an athlete elected by registered racers from the four disciplines.

This ensures that athletes, those with current competition experience, have a direct voice on the Board which parallels practices in the commercial sector where “industry experience” is seen as critical in the governance of companies.

Yet, SSA has no Athletes Commission, a governance structure favoured by the AOC in NSOs.

Appendix 16 outlines the existence of an Athletes Commission in the governance structure of SSA.

R10 – An Athletes Commission be established with a current and past athlete composition and Charter which accords with AOC protocols.

The Board

Under existing SSA Articles, a skills-based board is not guaranteed. Directors are either nominated by factional interests or elected by the membership at large resulting in a board composition which, capriciously, may, or may not, possess the balance of skills necessary for the effective governance of snowsports.

Stakeholders overwhelmingly favour a skills-based board yet some see this occurring unrealistically, through the election or nomination process while others would prefer some appointed or co-opted directors to ensure the appropriate range of skills, a practice now common in the not-for-profit sector.

Importantly, it was a skills-based board which led SSA’s financial recovery post 1997. In doing so, the board did overlook adequate communication with stakeholders and some of its compliance responsibilities under its Articles and the Corporations Act. This oversight was most likely caused by the efforts directed at regaining financial viability and by the development of a “siege” mentality in the face of intense rivalry.

If the disharmony in SSA continues, the company’s ability to attract skilled directors, and the board’s ability to direct its efforts to furthering the strategic interests of the snowsports will suffer.
The skills required on the board of SSA include, for example:

1. Industry expertise: athlete needs and elite level snowsports, pathways and programs knowledge.
2. Business and finance expertise.
3. Strategic marketing, fundraising and sponsorship experience.

Ensuring the attainment of 1 by providing for the four disciplines to be represented on the board would defeat a whole-of-sport perspective and substitute existing state and national tensions with inter-disciplinary tensions.

To attain the objective of a skills-based board (GBPP 37) and to support the democratic process in SSA as a member-based organisation, a balance of elected, nominated and appointed directors is warranted.

To accord with AOC protocol the Chair of the Athletes' Commission should hold a nominating board position.

The average board size in Australia has reduced from around 14 directors to 8 in recent years in recognition of the fact that larger boards find it more difficult to function at a strategic level and engage in robust decision-making. Five to seven directors are regarded as optimum (GBPP 36).

R11 – The Board be comprised of 7 directors:
- 3 elected from the membership
- The Chair, Athletes' Commission
- 3 co-opted directors, appointed by the Board, to fill specific skill gaps.

Such a board composition will support attainment of GBPP 43.

The existing process for nominating directors from NSW and Victoria and the dispute between the VSP and SSA / SSV as to the Victorian nominee to the SSA board may lead, or may have led, to some directors favouring the bodies which nominated them, over SSA, in contravention of the law which requires directors to act in the best interests of SSA (GBPP 15).

To prevent divided loyalties, director involvement in any other official position in snowsports should be "forbidden" in SSA's Constitution. The Chair of the Athletes Commission should constitute the only exception.

R12 – With the exception of the Chair, Athletes Commission, elected and co-opted / appointed directors not hold any other official position in snowsports.

Although it is increasingly common governance practice to restrict the number of terms served by directors and the Chairman / President, to ensure periodic renewal (GBPP 38), sourcing experienced directors in the not-for-profit sector can be challenging. For this reason, a maximum number of terms for directors is not recommended. However, for leadership renewal, a maximum period as Chairman / President should be set at six years rather than the four years provided for in SSA's Articles. Six years is sufficient time to steer a strategic direction; four years is not.

Three year, rather than two year, terms for elected and co-opted directors allow time for strategic contribution and, in the case of elected directors and co-opted / appointed directors, would result in one elected and one co-opted director retiring each year.

R13 – Elected and co-opted / appointed directors serve three year terms (with transitional arrangements in place) with one elected and one co-opted / appointed director retiring each year and being eligible for re-election or re-appointment.

Annual validation of the position of Chairman / President is the means by which a board signals its continued or discontinued support of the leadership role of the Chairman: "the first among equals".

R14 – The Chairman / President be elected by, and from, the Board annually at the first board meeting following the AGM and serve a maximum of six years.

National Discipline Committees

'Snowsports' is a collective term embracing the four distinct disciplines: Alpine; Cross-Country; Freestyle, and Snowboard.

The discrete nature of the disciplines warrants constitutional protection and SSA's existing Articles provide for the establishment of Discipline Management Committees regulated by by-laws, in addition to the board's general power to create any other committees (GBPP 40).

For maximum flexibility in the control of its national discipline committees, the board should have the power to regulate these committees by board policy rather than more formal by-laws (GBPP 39).
These National Discipline Committees are included in the recommended governance model outlined in Appendix 16.

**R15 – The Constitution of SSA continue to recognise National Discipline Committees for the four disciplines but provide flexibility to the board in the way it regulates their composition and charter.**

**Other Constitutional Issues**

SSA's Memorandum and Articles are not consistent with current governance standards. They include too much operational detail (for example: Article 3, Headquarters, 13. Executive Officers).

To accord with GBPP 2, any new Constitution based on this report should be minimalist, only entrenching that which is critical and thereby providing flexibility to the Board in the way it governs the company through by-law or board policy.

**R16 – Any new SSA Constitution, based upon this report, be minimalist and only entrench critical matters so as to allow the Board flexibility in its governance of SSA. (Note R1 and R3 to R15 must be entrenched in any Constitution).**

GBPP 1 encourages a "plain English" Constitution.

**R17 – Any new SSA Constitution be written in “plain English".**

**Organisational Structure and Alignments at National and Sub-National Levels**

**Disciplines and National Discipline Committees’ Composition and Charter**

Tensions exist between disciplines primarily as a result of the way in which SSA and its partner organisations fund discipline activities and programs. Funding is allocated in favour of disciplines with the greatest opportunity for elite level success (Freestyle and Snowboard).

With its funding tied to elite level success, SSA has difficulty in adequately supporting Alpine and Cross-Country and sub-elite levels of competition in all disciplines, most particularly talent identification and programs and pathways in junior development (GBPP 12). This is not to deny the substantial support SSA has generated through partnerships with SIS/SAS.

SSA, itself, acknowledges a need to improve its performance at the sub-elite levels of the athlete pathway. To do so will require additional revenues. It is hoped that with the new, recommended structure in place, the obviation of old, entrenched tensions between SSA and state and territory associations and a focus on strategic direction, SSA will be better placed to attract additional sub-elite funding from ASC and sponsorships from corporates, the "industry" and resorts.

Under the existing SSA structure, state and territory discipline committees feed into Alpine and Cross Country national discipline committees. In the recommended structure it is appropriate that membership of all national discipline committees flows from individuals involved in the respective disciplines.

The by-laws which establish and define the operations of existing national discipline committees (with the exception of the National Snowboard Committee) are old. There are inconsistencies between disciplines which should be rectified.

If R15 is adopted, board policy will define the composition and charters (terms of reference) of national discipline committees. The charters should clearly define the role of these committees (GBPP 39) which should be, broadly, to:

- Recommend strategy and policy to the Board in respect of each discipline
- Recommend rules for the regulation of the discipline to the Board
- Manage any operational functions (for example, programs) delegated by the Board. (Ideally program planning and staging, over time, would be transferred to SSA staff (see R21)).

**R18 – By board policy, the four national discipline committees have:**

- A composition made up of individuals involved in the respective disciplines
- Charters (terms of reference) broadly defining the role of the committees as:
  - to recommend strategy and policy to the Board
  - to recommend rules for the regulation of the discipline to the Board
  - to manage any operational functions delegated by the Board.

The strategic planning process, with stakeholder input (R23), should be used as the mechanism by which base funding for each discipline is debated and, hopefully, agreed (GBPP12 and 39).
R19 – The formula for calculating discipline base funding be debated and agreed as part of the strategic planning process outlined in R20.

Interschools and National Interschools Committee

Interschools:

- is notionally recognised as the entry level in the athlete pathway
- parallels, to some extent, competitive opportunities for junior members offered by race clubs
- is successful, but with disparate operations organised on a state-by-state basis
- in Victoria, contributes to snowsports dysfunction through its (SSDF) board composition which includes SSA and VSA representatives and which has seen disputation concerning SSA’s right to exercise constitutional control and the discontinuation of a $16,000 per annum licence fee from SSDF to SSA
- in NSW, operates successfully relying solely on dedicated volunteers within NSWSA (unlike SSDF which employs 2.5 staff members), and delivers a surplus which cross-subsidises discipline programs
- in SASKI, relies solely on the efforts of volunteers
- is rumoured soon to involve Queensland and Western Australia
- being state-based, lacks co-ordination in a national role of talent identification

Despite the success of state-based interschools, there is no effective formal mechanism for national co-ordination of the development and implementation of a strategy to use interschools for talent identification and program planning at the commencement of the athlete pathway. Only a National Interschools Committee of SSA can achieve this.

R20 – The Board of SSA establish a National Interschools Committee (NIC) comprised of representatives from states or territories or clubs involved in interschools competitions. The Charter (terms of reference) for the NIC be to recommend to the Board:

- Strategy and Policy for talent identification and program planning in interschools competition
- Rules applicable to interschools
- Other matters delegated by the Board to the Committee

The NIC meet, as the Board determine, but, initially, twice a year to coincide with SSA’s AGM or Awards event and six months thereafter.

SSA Independent Review

The reviewer is of the opinion that the SSDF should move, as engagement and trust is developed, to amalgamation with SSA for the benefit of entry level to snowsports in Australia.

Operational Branches and Staffing

SSA is Melbourne-centric which offends those involved in snowsports from other geographic locations, particularly NSW and the ACT. Consideration was given to relocating SSA to Canberra as “neutral” territory, but rejected as costly and an impediment to the sport’s ability to readily access corporate sponsors.

Assuming the constitutional recommendations in this report are accepted by the membership, state and territory associations will no longer be central to the governance structure of SSA. So, ‘who’ or ‘what’ will step into the breach?

In part, the present role of state and territory associations may be assumed by racing clubs. Yet, co-ordination of SSA’s activities in different geographical locations will require some structure and staffing. (GBPP 24).

Under the logic of “our states are our mountains”, the fact that NSWSA and ACTSA cooperate, already, in a range of snowsport activities, and the historical intention that state and territory associations become divisions of SSA when SAL (SSA’s predecessor) was formed, it is appropriate to create a Northern (NSW and ACT) and a Southern (Vic, SA and Tas) Branch of SSA for coordination of operations in those locations.

If the branch model is to work, it will be critical to staff both branches with, at least, one full-time employee of SSA under a position description developed by the CEO and including responsibility, within national policy, for membership, marketing, liaising with state and territory departments, operation of events and programs and coordination of volunteer involvement (GBPP 41 and 42).

To ease tensions between Victoria and New South Wales / ACT the Northern Branch staff member should reside in the most suitable location in NSW or ACT and should be given additional responsibility to liaise with NSWIS and oversee the interschools competition.

If SSA agrees to fund one of those staff positions, the AGC is encouraged to fund the other for a period of time, say, three years, to enable SSA to grow revenue and become self-sufficient in the funding of the two positions. Should the ASC not fund one of these positions, SSA move, as soon as financially able, to do so itself.
R21 – Two branches of SSA be established: the Northern Branch (NSW and ACT) and the Southern Branch (Vic, SA, Tas), each staffed by one full-time employee responsible for operations in the branch including membership, marketing, liaising with state and territory departments and institutes of sport, operation of events and programs and co-ordination of volunteer involvement.

R22 – SSA fund one of these staff positions and the ASC fund the other for a period of time, say, 3 years.

R23 – The Northern Branch staff member reside in the most suitable location in NSW or ACT.

State and territory departments will only fund branches if they can demonstrate respective state and territory outcomes which align with government priorities. It will, therefore, be politic for SSA to seek, in principle, support from the departments if its branches wish to access state or territory funding for competitive pursuits. (Given the modest level of state funding SSA may choose not to seek such funding). This will require the establishment of separate branch and program cost centre accounts. SSV, the only current division of SSA, does not operate with its own cost centre accounts.

R24 – SSA seek, in principle, support from state and territory departments for the branch model.

R25 – The CEO of SSA establish separate cost centre accounts for both branches in a format which satisfies internal monitoring and possible state and territory government funding for snowsports.

Operations Groups

Branch staff members are likely to require support from volunteers yet existing volunteer involvement at state and territory level has sought independence from, rather than alignment with, SSA priorities.

Any volunteer involvement should be under the control of SSA through its branch staff member. Only then can consistency of national strategy and policy implementation be assured.

Branch staff members should be supported by operations’ groups comprised of volunteers who are keen to be involved in the planning and delivery of programs or events (for example, NSW interschools). So as not to reproduce existing tensions, these operations groups should only be convened by decision of SSA, should have clear terms of reference and should be under the control of the branch staff member (GBPP 41 and 42).

R26 – At branch level, SSA, at its discretion, establish operations groups, with clear terms of reference, for volunteer involvement in assisting branch staff. The operations groups report to, and be under the control of, branch staff.

Communications and Interactions With Key Stakeholders

Partners

SSA has done an excellent job in partnering with external bodies such as the AIS, OWA, NSWIS and VIS to achieve elite outcomes and has good relations with FIS. The relationship between SSA and these bodies should continue in the same vein. No recommendation for change is required.

The Board and Key Stakeholders

SSA’s ENEWS is an effective member communication mechanism.

Appendix 16 depicts some of SSA’s key stakeholder groups: the four national discipline committees, the NAC and the Athletes’ Commission.

The resorts, with their race clubs, are also key stakeholders and are collectively represented by the ASAA. SSA’s relations with these stakeholders must be effective.

ASC’s Project Connect assistance to create athlete pathways for people with disabilities and to break down barriers between able and disabled athlete sport structures has been, to date, inaccessible to DWA. ASC has indicated that access is conditional to merger with SSA. While DWA’s charter includes recreation, discussions with SSA should be resumed with a view to increased cooperation and possible merger. A solution may be that SSA assumes responsibility, in time, for disabled athletes leaving DWA, under a revised guise, retaining the recreational role.

R27 – SSA resume discussions with DWA with a view to increased cooperation and possible merger whereby SSA assumes responsibility for disabled athletes, in time.

A successful outcome from these discussions may take some time. In the meantime, DWA should be regarded as a stakeholder of SSA and should be encouraged to take up entity membership of SSA under a new constitution.
The SSA Board should take account of the views of these stakeholder groups through a formal, ongoing, consultative process (GBPP's 6 and 7).

Good governance practice now sees boards meeting, periodically, face-to-face with major stakeholder groups (for example, the AOC Board meets with its Athletes Commission).

Although the ASC is an important SSA stakeholder its involvement with SSA is continuous and no formal consultative process is warranted.

R28 – The Board of SSA meet, annually, over two to three hours prior to scheduled board meetings, with each of its eight major stakeholder groups (National Alpine Committee; National Cross-Country Committee; National Freestyle Committee; National Snowboard Committee; National Interschools Committee; Athletes Commission; Australian Ski Areas Association; Disabled Wintersport Association) to discuss topics of mutual interest or concern.

Strategic Plan

GBPP's 20 and 21 charge the Board with the responsibility to establish a clear strategic direction and plan, with measures of achievement.

SSA has a strategic plan but there are conflicting views as to whether:

* the process of planning involved adequate stakeholder input
* the Board and CEO's actions are consistent with the plan
* SSA is resourced to implement the plan and
* SSA reports to stakeholders on its performance under the plan.

The strategic planning process provides an opportunity to involve key stakeholder input to enhance relationships.

R29 – If the recommendations are accepted, when the new structure is in place, the Board and CEO hold a strategic planning forum involving the major stakeholder groups (R28) and partner and ASC representatives for input to the development of a restructured, five year strategic plan, with agreed measures (key performance indicators) for SSA.

Stakeholder Survey

A stakeholder survey, similar to the one conducted as part of this review, allows strategic stakeholder input to SSA and its board.

Conducting a similar stakeholder survey, some years after the recommended structure for SSA is in place, would provide a measure of the efficacy of the new structure and the improvement in SSA's performance against the baseline benchmark survey results obtained as part of this review.

R30 – If the recommendations are accepted, three years after SSA's new structure is in place, SSA conduct a stakeholder survey, based on the survey statements used in the review survey, to test attitudes to the new structure and measure improvements in SSA's performance against the established baseline benchmarks. At the very least, SSA include statements 6, 7, 21, 22, 23, 25, 28, 30, 31, 33, 34, 38 in the subsequent survey instrument.

Remaining Governance Issues and Practices

Board Meetings

The Board of SSA holds five scheduled, board meetings per annum. Meetings are in Melbourne. To encourage the Board to take a strategic yet cost-effective approach, with the dual objectives of stakeholder engagement and divisional equity, the Board should hold meetings in locations where forums with key stakeholders can be arranged. At the very least, meetings should be held in Sydney, Melbourne and Canberra.

R31 – The Board hold a minimum of five face-to-face meetings per annum which include the annual sessions with each of the eight stakeholder groups (R28).

R32 – The Board hold meetings in various locations.

Board Agenda and Papers

A perusal of indicative Board agendas and papers highlighted the fact that the Board's agenda is mainly comprised of reports "for information" and papers are often tabled at board meetings. The Board should structure its agenda and papers to encourage a strategic approach to governance (GBPP 19).

R33 – The Board structure its agenda and board papers to achieve a balance between compliance (past and present) and performance (future-orientation).
By-Laws

The recommended Constitution will provide for by-laws approved by the Board for the regulation of snowsports. By-laws should be restricted to those matters truly necessary for the regulation of the sport (Rules) leaving other, policy decisions of the Board to take the form of board policy which can easily be accessed and altered by the Board if circumstances change (GBPP's 13, 14, 25, 26, 27).

R34 - The Board use by-laws for the adoption of Rules to regulate snowsports in Australia.

R35 - The Board adopt board policies to govern the operations of SSA and centralise these policies for ease of access and amendment.

Director Induction

Directors are able to contribute to a board if they understand the role of the Board and their duties as directors. Most boards now provide an induction for new directors which is both internal and external (GBPP 44). The external component is usually met by encouraging and funding new directors' attendance at short courses offered by the Australian Institute of Company Directors (AICD) covering governance in not-for-profits. The internal component usually comprises an organisation-specific induction package and process.

R36 - The Board adopt a board policy encouraging and funding new directors to attend an AICD course on governance in not-for-profits and implementing an SSA-specific induction package and process.

Gender and Age Diversity in Directors

The issue of diversity in skills has already been addressed in this report. Governance practices in Australia encourage diversity, not just in skills, but also in gender and age (GBPP 37).

R37 - The Board develop a policy on gender and age diversity in its directors and use its co-opted/appointed directors to strike an appropriate diversity balance.

Remaining Board Policies

SSA's board has been in "survival mode".

Assuming the recommendations of this report are accepted, in the first two, or three, years of the new SSA structure, the Board should put in place policies to comply with the remaining Governance Best Practice Principles. These policies should be centralised for ease of access (GBPP 27).

R39 - Under a new constitutional structure for SSA, the Board develop and implement policies to comply with GBPP's 16-18; 22 and 23, 28-35; and 45-54.
12 IMPLEMENTATION PLAN

The implementation of the recommendations of this report should follow the sequence and, where possible, the expedited, timing outlined below.

<table>
<thead>
<tr>
<th>STEP</th>
<th>ACTION</th>
<th>TIMING</th>
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<tbody>
<tr>
<td>1</td>
<td>Independent reviewer delivers the report to the ASC and the SSA Board.</td>
<td>1 February, 2006</td>
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<tr>
<td>2</td>
<td>SSA circulates the report (or the Executive Summary) to state and</td>
<td>First week of February, 2006</td>
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<tr>
<td></td>
<td>territory associations, the VSA, the SSDF, the DWA and other</td>
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<td></td>
<td>interested entities and posts the report on its website.</td>
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<td>3</td>
<td>Independent reviewer delivers Executive Summary to</td>
<td>First week of February, 2006</td>
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<td></td>
<td>individuals who met with the reviewer in the consultation phase and</td>
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<td>who may not receive a copy through any entity with which they are</td>
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<td></td>
<td>associated.</td>
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<td>4</td>
<td>Independent reviewer holds briefing sessions for interested persons</td>
<td>First week of March, 2006</td>
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<td></td>
<td>in Canberra, Sydney and Melbourne and with SRV and SRNSW to</td>
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<td>advocate implementation of report recommendations and to elicit</td>
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<td>responses.</td>
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<td>5</td>
<td>Independent reviewer reports to ASC Steering Committee and</td>
<td>Mid March, 2006</td>
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<td>SSA Board on responses from briefing sessions.</td>
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<td>6</td>
<td>SSA Board decides whether to recommend a new Constitution to the</td>
<td>End March, 2006</td>
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<td>membership based upon recommendations 1 and 3 to 17 of the report</td>
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<td></td>
<td>being cognisant of ASC's FSLA which is subject to the ASC being</td>
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<td></td>
<td>satisfied with SSA's response to the governance review.</td>
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<td>7</td>
<td>If yes, SSA seeks a deferral of its 2006 AGM to a date on which an</td>
<td>Mid April, 2006</td>
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<td></td>
<td>SGM can also be held to vote on a motion to adopt the new Constitution and act on its transitional clauses.</td>
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<td>8</td>
<td>If yes, SSA instructs solicitors to draft a new Constitution in</td>
<td>Mid April, 2006</td>
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<td></td>
<td>accordance with recommendations 1 and 3 to 17 and including</td>
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<td>transitional provisions. If possible, transitional arrangements</td>
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<td>include a process to allow for the resignation of all directors and</td>
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<td>the election of the three elected directors immediately following</td>
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<td>any adoption by the membership of the new Constitution. The three</td>
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<td></td>
<td>elected directors to constitute a quorum during the transitional</td>
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<td>phase with one elected for a one year term, a second elected for a</td>
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<td>two year term and the third elected for the full three year term.</td>
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<td>Varying terms will also apply to the initial appointed directors. An</td>
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<td>interim Chairman / President is elected from the three directors.</td>
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<td>9</td>
<td>New Constitution drafted.</td>
<td>Early May, 2006</td>
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<td>10</td>
<td>If yes, SSA Board undertakes a campaign to advocate the new</td>
<td>Early May, 2006</td>
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<td>Constitution to its membership and to liaise with the ASC as its</td>
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<td>final form.</td>
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<td>11</td>
<td>If yes, SSA convenes an AGM and an SGM with appropriate notices.</td>
<td>Mid May, 2006</td>
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<tr>
<td>12</td>
<td>AGM and SGM held.</td>
<td>End June, 2006</td>
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<tr>
<td>13</td>
<td>If new Constitution adopted the transitional board acts to</td>
<td>End September, 2006</td>
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<td></td>
<td>establish the Athletes Commission (Chair joins the Board), to</td>
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<td></td>
<td>appoint the three additional directors and to elect the</td>
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<td></td>
<td>Chairman / President. New Board in place.</td>
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</tr>
<tr>
<td>14</td>
<td>Board implements remaining recommendations of report.</td>
<td>October, 2006 to December, 2008</td>
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</tbody>
</table>