

# Bicycle NSW Annual General Meeting Minutes 2011

Wednesday 30 November 2011 at 6.00pm

Y Hotel, Room: Mary Jane Barker B, 5-11 Wentworth Ave Sydney NSW 2000.

**Attendance:**

Board: Jenny Burn, Richard Birdsey, John Richardson, John Cooper, Jon Leighton, James Lau, Paul Kean, Christina Harlamb.  
 Management: Omar Khalifa, Brian Fong, Elizabeth Hole

A complete list of all other attendees was compiled as per constitutional requirements.

**Apologies:** Royce Michael Lee, Werner Steyer, Roy Bishop, John McInerney, Caroline Pidcock

**Minutes:** Christina Harlamb

Item	Topic
1	<p><b>Welcome, Apologies and Housekeeping</b>            The meeting opened at 6:20pm.</p>
2	<p><b>Minutes of Previous AGM (10 November 2010)</b>            Minutes of the 2010 AGM were tabled as read and the President called for amendments. No changes were required by the meeting. Richard Birdsey moved that the meeting accept the minutes, seconded by John Richardson. Carried unanimously.</p>
3 3.1	<p><b>Presentations of 10/11 Activities</b>  <b>President's Report - Jenny Burn, President</b></p> <p>The President announced that after seven years of service, this AGM marks her retirement from the Board of Bicycle NSW. In this period of much change and many challenges, there have been many achievements.</p> <p>In her time as President, the Board has focussed on creating a financially sustainable organisation, introducing policies and processes that are a great improvement on those in place seven years ago. The organisation must continue to look outward in this changing environment. Our Membership model requires refinement and we will continue to work closely with the BUGs and other stakeholders.</p> <p>Our financial position is fragile and we must look differently at events, and leverage opportunities other cycling events present. Our BUGs don't generate sufficient revenue to sustain the advocacy efforts we would like to be more involved with. With only 20% of BUGs members also members of BNSW, we need to find other ways to fund the support and services we provide to enable BUGs to keep up the great work they do locally, as well as appeal to new bike riders.</p> <p>Together with eighteen other bicycle organizations nationally, this year we explored the potential formation of a national bicycling organisation. Working with other bicycle organisations nationally provides greater opportunities and will enable efficiencies such as shared back office functions, a coordinated events schedule, and sharing capacity and capability for programs and activities. A coherent national voice representing all the different kinds of bike riders has the potential to influence government spending and policy, and attract more sponsorship from large national and global organisations. From our discussions it is clear that much could be done to reduce costs and increase impact while maintaining autonomy for existing bicycle organisations within their current areas of work. It is unlikely that a national organisation will form in the short term, however this process has brought us all closer together, and as a result there are a number of meaningful cooperative processes and projects underway.</p> <p>The Bicycle NSW board has also responded to the changes in the external environment with a review of our strategy – refining our core purpose to reflect the objectives of the organisation to “Creating a better environment for Cycling.” While we will be maintaining our three pillars of Advocacy, Membership and Sustainability, there are opportunities to go about this in new ways that better leverage both technology and the relationships we build with members, BUGs, other cycling organizations and stakeholders.</p>

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	<p>2011 has also seen changes to the board at BNSW. In 2010 we welcomed new board member Royce Lee, and John Cooper was also re-elected to the team. Anthony Drury (who was appointed after the 2009 AGM) served the Board and Audit and Risk Committee with great distinction until his relocation to London earlier this year. Paul Kean, an experienced Mediator and Franchise lawyer, road and recreational cyclist with a strong background in marketing and an extensive cycling network in the Sutherland area, filled Anthony's position. James Lau is our newest appointed Board member, who brings extensive business acumen to the Board along with a passion for cycling and change, qualities the Board regards as essential.</p> <p>The President thanked her colleagues on the board for their support and participation during the year, especially for the additional effort put in to improving Audit and Risk processes, and support collaboration opportunities with the national bicycle community. The President is especially grateful for Board member support with pro-bono contributions in a range of areas.</p> <p>The President thanked the CEO, Omar Khalifa and all the Bicycle NSW team who continued with their customary professionalism and "can do" attitude through more change, including participation in the Regional Cycling Forums across the state. The success of our major events, the Gear up Girl Challenge and Spring Cycle are credit to them all.</p> <p>The President thanked our membership, volunteers, BUGs, the State Government, the City of Sydney and other stakeholders for their support and participation.</p>
3.2	<p><b>Audit and Risk Committee – presentation of financial reports – John Cooper, Convenor</b></p> <p>The accounts show a net loss of \$60,704 for FY 2010-11 – significantly less than the budgeted surplus of \$22,000 and a decline in financial performance compared to the previous year's surplus of \$54,078. The difference was due to poor results on the Spring Cycle, Schools Program and Gear Up Girl, and also a less than satisfactory result on membership revenue. Reforecasts carried out through the year, at the request of the Board, ensured that expenses were contained to reduce the deficit and budget under-run as much as possible.</p> <p>At financial year end:</p> <ul style="list-style-type: none"> <li>• Cash Assets \$663,688</li> <li>• Current Assets over current liabilities (\$802,145 - \$681,991) of \$120,154</li> <li>• Net Assets/Members funds of \$169,219 at bank looks strong, partly due to the introduction of two year memberships and the flow-on of retained membership subscriptions to subsequent years.</li> </ul> <p>The Board and Management team must reverse the current trend and begin increasing revenues while ensuring there is no corresponding increase in expenses.</p> <p>John Cooper thanked Jenny Burn for her support to him personally, in his role as convenor of the Audit and Risk Committee. He also thanked her for her valuable input to the work of the committee. Jenny's talent and commitment will be greatly missed.</p> <p>Question from the Floor  <i>Why did the cost of Personal Accident Insurance increase from \$37,000 to \$133,00? Col Jones</i></p> <p>Answered by Brian Fong          Personal Accident Insurance was not included under Insurance in previous years, but had been itemised as Communications. This has now been adjusted.</p> <p>John Cooper moved that the financial statements for FY 2010/2011 contained in the Annual Report be accepted. Seconded by Paul Kean. Carried unanimously</p>
3.3	<p><b>CEO Report – Omar Khalifa</b></p> <p>The CEO presented his report as tabled in the Annual Report.</p>
3.5	<p><b>BUGs Committee Report – Graeme Edwards</b></p> <p>BUGs across NSW attended the RTA Regional Cycling Consultative Forums</p> <p>BUGs Manual is being developed</p> <p>Media Workshop for BUGs held at Bicycle NSW was very useful.</p> <p>BNSW bought a copy of the Austroad guidelines, now available to all members, which has helped with advocacy</p>

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3.6	<p>work.</p> <p><b>Bicycle NSW Environmental Trust – John Richardson</b> John Richardson referred to the report in the Annual Report and thanked the Trust’s generous benefactors. The focus of the Trust is to promote cycling as an environmentally beneficial means of transport.</p> <p>Thanks to Liz Hole for providing secretarial support and to Greg Krix, Geoff Martin and the other Trustees.</p>
4	<p><b>Board Elections</b> There were two vacancies for election to the Board and nine nominations. A poll was conducted as per the Constitution.</p> <p>Returning Officer – Richard Kriedemann from Allens Arthur Robinson</p> <p><b>Nominations:</b> Colin Jones, Paul Kean, Werner Steyer, Carolyn New, Richard Birdsey, Graeme Edwards, Nick Bonich, Fran Griffin, Rod Taylor</p> <p>Each candidate made a short presentation. The President read statements on behalf of three candidates who were absent – Werner Steyer, Fran Griffin and Rod Taylor.</p> <p><b>Questions to candidates:</b> Russ Webber asked Paul Kean if he would support the CEO if elected to the Board.</p> <p>Paul Kean responded that the CEO would have his support.</p>
5	<p><b>Special Resolutions</b> The four Special Resolutions were tabled as read.</p> <p><b>Board Commentary to the Resolutions</b> Jenny Burn presented the Board Commentary to the proposed Resolutions, in line with the formal response on the BNSW website.</p> <p>In the absence of a fuller program of consultation with the whole BNSW Membership, the Board neither supports nor opposes the proposed changes to the constitution.</p> <p>The Board’s primary concern about these resolutions is that there has been insufficient time to consult broadly with the BNSW membership to determine the whole membership’s attitude to the proposed, or any other changes. Constitutional change is not the only solution to the bigger issues we face, and the board is committed to consulting with our whole membership to make sure there is a comprehensive package of reform that can shape the organisation going forward.</p> <p>The Board encouraged members to consider the following issues:</p> <ul style="list-style-type: none"> <li>• Procedural fairness in relation to an adequate consultation process with all members.</li> <li>• Continuity – including the continued development of our strategic agenda and external relationships as well as Office Bearers institutional knowledge and experience.</li> <li>• Expertise – being able to bring in skills and experience and networks we would not otherwise have access to where and when it is really needed.</li> <li>• Best practice for NFP Community organisations like BNSW</li> <li>• Logistical issues that may arise if one resolution is not passed but others are</li> </ul> <p><b>Debate from the Floor</b></p> <p><b>Resolution 1</b></p> <p><i>The Board opposes the changes on the grounds that there has not been consultation with members, yet the previous changes to the constitution came from the Board. In regard to the issue of continuity, this will not be an issue because Board members will be re-elected if the Board is performing well. (John Holstein)</i></p> <p>Board: The previous changes to the Constitution were made after 8 months of consultation.</p> <p><i>Why did the Board choose to neither support or oppose the Resolutions? (Col Jones)</i></p>

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	<p>Board: From the meeting held with BUGs on 7 November and discussion with Graeme Edwards, the Board believed that the content of all Resolutions did not have the full support of signatories. To the Board, this confirmed the weakness of the Resolutions and a lack of consultation. The Board took the view that in the absence of consultation with the membership, it would neither support nor oppose the Resolutions.</p> <p>John Cooper noted that the Board did everything to ensure that the Resolutions would become valid, if passed, by adding the fourth Resolution.</p> <p><b>Resolution 2</b></p> <p>Board: The risk is that there is an assumption that there is always a Board member available and prepared to take an Office Bearers position. This Resolution also takes away the opportunity to retain an Office Bearer who is doing a good job in the role.</p> <p><i>Matt Faber: Concerned that constant change will limit the experience of Board members and this will be a risk in regard to stakeholder interactions. Matt declared he was a stakeholder (Transport NSW). If there are concerns about the performance of the Board, other ways should be found to deal with this issue. He concluded by saying he would not vote for the resolutions.</i></p> <p><b>Resolution 3</b></p> <p><i>How many proxies does the President hold and how many are undirected?</i></p> <p>Jenny Burn: Very few compared to previous years</p> <p><i>John Holstein: This is less of an issue with the introduction of online voting, but the process of Directed proxies is fairer. Previously the perception is that the Chair has held enough votes to direct the outcome.</i></p> <p><b>Resolution 4</b></p> <p><i>Col Jones thanked the Board for this Resolution. John Cooper added that this was a good example of collaboration</i></p>
6	<p><b>Vote of thanks and presentation to outgoing president, Jenny Burn</b></p> <p>Jon Leighton thanked Jenny for her contribution to Bicycle NSW over the past seven years, and presented her with Honorary Life Membership in acknowledgement of this.</p>
7	<p><b>Questions on Notice</b></p> <p>The full response of the Board (delivered by John Richardson) is tabled as follows:</p> <p><b>Question 1:</b></p> <p><i>Why was the complete documentation of the resolution proposal including those who proposed and endorsed the proposal not posted to the Bicycle NSW AGM web site? Carolyn New</i></p> <p>The Board is accountable to all 11396 members, not just 50. Our position of not supporting or opposing the resolutions is entirely consistent with our concern about the lack of consultation involved in the formulation of the resolutions. This may not be how some people wanted the Board to respond but without an opportunity to consult with the broader membership it was the only responsible and accountable way in which we could fulfil our duties.</p> <p>We have taken the Special Resolutions very seriously. It has taken up 90% of the Board's time over the past month (at the board table and outside). We have had discussions with Graeme Edwards, the Board's nominee to the council, met with BUG Council members on Monday night the 7th November to listen and understand, and we have engaged in a community forum discussion online.</p> <p>At the consultation meeting it became clear that Graeme Edwards, Chair of the Council, did not support the resolutions in their entirety as proposed. Some of the other signatories indicated they did not agree with all the resolutions in the proposed form. This confirmed our principal concern about the adequacy of the consultation process prior to the resolutions being proposed.</p> <p>It is ironic that one of the reasons behind the proposals is said to be because the Board fails to listen to its members, in this case the BUG Council and yet the BUG Council's concerns were never discussed with the Board prior to the resolutions being submitted. It is very difficult to listen to someone when they don't talk to you or when what they are saying isn't conveyed to you.</p>

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	<p>This situation has led the Board to look at the way we communicate with the BUG Council and the membership more widely. This will be a major priority for us going forward and we'd like to see much more interaction, consistent with the separation of responsibilities between the Executive and the Board.</p> <p>On the question of why the proposal was not posted on the AGM website: the Board presented to members what it considers is a fair and complete summary of the proposed resolutions. This had the unanimous support of this board.</p> <p><b>Question 2:</b>  <i>Does the BUG Council enjoy the ongoing full support of the BNSW board and if so, just what does the BNSW board mean by that? Carolyn New</i></p> <p>Yes.</p> <p>The BUG Council was formed by the BNSW Board for the purpose of giving Bicycle User Groups more voice, better representation, a means for the BNSW Board to better understand some of our important members and bicycle advocates in our community.</p> <p>BUG interests have been a major factor for the Board's consideration. For some considerable time leading up to November 2010, the deadline for incorporation, we supported the Executive and in particular Liz Hole's efforts to sort through the incorporation issue and of course the resultant insurance coverage BUGS receive through affiliation. Likewise we have supported Omar and Liz's efforts to affiliate and were all delighted that over 40 BUGS are now affiliated with BNSW and that BUG members see value in being part of the broader body that we are.</p> <p>The Annual Report lists a number of initiatives that Omar and the team have embarked upon over the past year which heavily involve the local expertise and knowledge of affiliated BUGS and their members. The Coffs Harbour Bike path and the RailTrails issues in Southern NSW are two good examples which the Board has supported and will continue to do so.</p> <p>Most importantly we would like to ensure that the BUGS Council is an effective conduit of ideas and concerns from the BUGS and their members as well as being able to communicate the issues we all share to the broader BNSW membership when appropriate. We propose to do this collaboratively, working side by side with the BUG Council and the membership to establish a clear way forward.</p> <p>The entire Board shares the view that Graeme Edwards has done a great job as the Chair of the BNSW Council and we thank him for his considerable efforts.</p> <p><b>Question 3:</b>  <i>When did the BNSW board last officially review its own performance and what areas did the board identify as requiring development. Carolyn New</i></p> <p>Periodic evaluation of board performance is consistent with good governance and this is something we want to do more of in the future.</p> <p>Each Board member should be held to account for his/her performance and behaviour. We last looked at Board performance in 2007, when we introduced the Board Charter, which many of you will have taken the opportunity to view on our website.</p> <p>A formal Board Effectiveness review is an imperative which has been raised by the current president and other board members this year. Unfortunately, we have had much more complex and pressing issues to deal with. It will be a priority for 2012. This said, there also needs to be priority given to initiatives to get us on the path to realizing our vision and strategy first.</p> <p><b>Question 4:</b>  <i>The signers of the currently proposed resolutions were clear in their statement that they believe the current CEO and staff of BNSW have reversed previous negative trends and have been working very well on behalf of Members and BUGs. That is, the dissatisfaction related to the long term failings of the board and not the staff.</i>  <i>Will the Board confirm that it is now fully behind and supportive of the current CEO and his staff continuing their good work? Nick Bonich</i></p> <p>The Board has supported the CEO and the executive in their efforts to engage more extensively with a broad</p>

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	<p>range of stakeholders including the BUGS. As already outlined the Executive's efforts to resolve the incorporation challenges facing BUGS and the very successful affiliation drive has had the Board's full support. Likewise the Board has supported Omar's efforts to advocate on behalf of the Coffs Harbour Cycling Community, the Rail Trails, the Greenway and the HarbourLink.</p> <p>We remind you that this Board selected Omar. It is the Board's responsibility and duty to select the CEO and to monitor the CEO's performance.</p> <p>It's Omar's (the CEO) role to run the Organisation and for us to support him.</p> <p>According to the Board Charter we are charged with oversight functions which we take very seriously. I would hope that the membership would expect us to exercise these without favour or partiality and in accordance with our overriding fiduciary duty and loyalty to the organization and no individual. That is certainly the way the Board has operated in my time here.</p> <p>The Board also has a role to play in meeting its governance responsibilities and the Board Charter makes it very clear what form this role should take – we also have a shared responsibility with Omar to ensure the financial sustainability of BNSW. It's a changing world out there as Omar (CEO) and Jenny (President) both point out in their 2011 Annual Reports. We don't believe that sustainability is a given but by working together creatively and cleverly it is achievable.</p> <p>Our focus is supposed to be forward thinking. That is why we spent a lot of time looking at issues like the National Bicycle Community and collaboration with other like groups. It's why we spend a lot of our time considering the membership structure and how we can attract more support from Governments and sponsors. Sometimes focusing on the tomorrow for the executive is hard when they are dealing with the today challenges of organizing rides like the mammoth effort that goes into the Spring Cycle. That doesn't mean the Board doesn't support the efforts of our dedicated staff and our great band of volunteers or appreciate them any less.</p>
8	<p><b>Board Election Results; Results of voting on Special Resolutions</b></p> <p>Board Election Results: Carolyn New and Paul Kean were elected to the Board.</p> <p>Special Resolutions: Resolution 4 was the only Resolution carried with the required number of votes.</p>
9	<p><b>Thanks to Richard Kriedemann for fulfilling the role of Returning Officer</b></p> <p>Jenny Burn thanked Richard and his team from Allens Arthur Robinson for their pro-bono support to Bicycle NSW for the election and advice in relation to Special Resolution 4.</p> <p>Thanks also to ComputerShare for pro-bono support with the Direct Voting facility.</p>
10	<p><b>Thanks to Richard Birdsey, Vice President</b></p> <p>Jenny Burn and Omar Khalifa thanked Richard Birdsey for his contribution to Bicycle NSW and the Board over the past seven years.</p>
	<p><b>Meeting close</b></p> <p>Meeting closed at 8.55pm.</p>