

**SWIMMING NEW SOUTH WALES LTD.
SINCE 1896**



MINUTES

**FIFTY FOURTH
ANNUAL GENERAL MEETING**

SATURDAY 27 JULY 2019

**NOVOTEL SYDNEY OLYMPIC PARK
11 OLYMPIC BOULEVARD,
SYDNEY OLYMPIC PARK**

MINUTES
FIFTY FOURTH ANNUAL GENERAL MEETING
SATURDAY 27 JULY 2019
NOVOTEL SYDNEY OLYMPIC PARK
11 OLYMPIC BOULEVARD, SYDNEY OLYMPIC PARK

PRESENT

LIFE MEMBERS

Patrick Troy

Helen Wood OAM

VICE PATRONS

Ursula Carlile

BOARD OF DIRECTORS

Chris Fydler OAM
(President)

Benjamin Tuxford

Graham Towle OAM

David Goff

Lynn Lonngren

Janelle Barnett

Mark Payne

Mark Heathcote
(CEO)

AREA DELEGATES

AREA

DELEGATE

AREA

DELEGATE

ACT

Vikki Jacobsen

Coast & Valley

Norm Roberts

North Coast

Warren Phillips

Metro North East

Amanda Vance

Metro South East

David Kennedy

Metro South West

Phil Wilkie

Mountains & Plains

Jo Keown

New England & North West

Brian Coombs

South Eastern

Sue Worthington

Southern Inland

Tom Murphy

CLUB DELEGATES

CLUB

DELEGATE

CLUB

DELEGATE

Abbotsleigh

Cameron Gledhill

Albion Park

Joseph Gerada

Auburn

Carolyn McDonald

Bankstown Sports

Neil Rogers

Beresfield

Jacqui Currey

Blacktown City

Richard Galea

Canberra

John Skene OAM

East Maitland Olympic

Judith Duma

Gunnedah

Karen Coombs

Katoomba RSL

Peter Ticehurst

Kempsey

Margaret Jopling OAM

Laurieton

Ann Pilkie

Liverpool

Darren Howard

Merrylands

Graham Edwards

McCredie Park

Dennis Browning

Narrabeen Carlile

Justin Barrett

NC Aquatic

Jen Noel

Peakhurst

John Owen

PLC Sydney

Craig Stokes

Port Macquarie

Alexandra Phillips

Queanbeyan Leagues

Bob Alford

Revesby Workers

Lachlan Black

Ripples St Marys

Glyn Stockley

Ryde Carlile

Dianne Seary

Sans Souci Sea Devils

Mark Smith

Sydney University

Carmel Kanaley

Taree

Andrew Jones

The Hills

Graham Taylor

Trinity Lismore

Simon Watkins

Twin Towns

Faye Rowles

Wingham

Margaret Cornall

Woodenbong

Jennie Riley

VISITORS

Peter Lozan OAM

Vinh Tran

Di Silk

Chris Myers

Lorraine Alford

Joanne Cox

APOLOGIES

Cliff Harris OAM

Steve Traplin

1. WELCOME

At 10.04am the President, Chris Fydler, declared the 54th Annual General Meeting open. Chris extended a welcome to the Delegates and as it was his first AGM as President took the opportunity to introduce himself. Chris then welcomed the CEO; Mark Heathcote, Swimming NSW Vice Patron; Ursula Carlile, Life Members; Helen Wood OAM, Patrick Troy & Neil Rogers, Swimming NSW past President; Peter Lozan and the Swimming NSW Directors that were present.

Chris then noted that a quorum was present and the apologies for the meeting would be as per the sign on sheets.

Chris then made mention of those members who had passed during the year: Ron Jordan OAM – Swimming NSW Life Member, Kenneth To – Australian Dolphin & Trinity Swimming Club Member and Phil Johnston, West Wallsend Indoor Swimming Club member.

Chris requested a silent remembrance to those members.

BUSINESS

2. MINUTES

2.1 Moved and Seconded that the Minutes of the 53rd Annual General Meeting of Swimming NSW held on 28th July 2018 be taken as read.

CARRIED

2.2 Moved and Seconded that the Minutes of the 53rd Annual General Meeting of Swimming NSW held on 28th July 2018 be accepted as a true and correct record.

CARRIED

3. ANNUAL REPORT

3.1 The President presented the 122nd Annual Report for the period 1 April 2018 to 31 March 2019.

Chris Fydler reported that during 2018/19 Swimming NSW had achieved a lot in a challenging environment and there was great momentum in the organisation currently and he was pleased with the results from NSW swimmers at the current World Championships in South Korea.

Chris noted the launch of the Northern Metropolitan Performance Hub in September and that this Hub was the third of its kind in NSW, which was a great result and would complement the work of Ron McKeon, Jon Shaw and Chris Myers in developing Coaches and Swimmers across the State.

Despite working hard to continue to improve the performance of NSW swimmers, Chris also noted the importance of continuing to grow participation in the sport. He announced that just recently Swimming NSW had acquired Swim League and Adam Beisler would be coming to join the Swimming NSW team to roll out the exciting team-based format across the State. Swim League would become a great entry point for swimmers into the sport and also put some of the fun back into swimming which had been somewhat lost over the years. Chris noted that Adam would be giving a presentation on Swim League during the afternoon's State Forum.

Chris then gave an update on Swimming Australia noting that a new CEO, Leigh Russell had been appointed last year and there were some challenging times ahead for her organisation. Chris noted that Simon Rothery had stepped down from the Board earlier this year and Kieren Perkins had been appointed in his place. John Bertrand's term as President would be coming to an end in 2020 and the search had begun to find a suitable replacement to lead the sport for the next Olympiad.

Finally, Chris thanked the fantastic contributions of the Swimming NSW staff who had been well led throughout the year by their CEO, Mark Heathcote. Chris also took the opportunity to thank the Company's sponsors as well as his fellow Directors and all members for their contributions throughout the year.

The CEO, Mark Heathcote, then gave his report which further highlighted the following Operational aspects: -

- Highlighted the busy but successful year that Swimming NSW had recently completed with several new projects and initiatives commencing during the period.
- The Board had begun the Strategic Planning process for 2019 and beyond
- The launch of the Northern Metropolitan Performance Hub at the Knox Grammar School and Pymble Ladies College and the appointment of Simon Cusack as Head Coach of this program. This new Performance Hub was the third of its kind in NSW and the Company's goal was the increase the number of first choice High Performance Centres in NSW.
- The work of the Coach Leadership team in educating, developing and mentoring NSW Coaches across the State.
- The transition to the new Swimming Australia Customer Relationship Management System, Swim Central
- The loss of the Optus Sponsorship and the subsequent winding up of the Optus Junior Dolphin program across Australia
- The small reduction in membership figures at year end, but with new initiatives coming online in the coming year to correct this
- That communication with the members remains a key focus for the Company and accordingly several new communication strategies had been embraced over the year
- The announcement of Swimming NSW's acquisition of Swim League and Adam Beisler which would see the exciting team-based format rolled out across NSW
- The continued promotion of the SAL Safe Sport Framework and the training and education that had been provided to Clubs and Areas
- The continued implementation of Online Technical Official modules which now boasted over 2500 unique candidates
- The continued success of the Technical Official Development program
- Continued success of the Company's showcase events
- The continued work of the Company's Standing & Management Committees
- Thanked the members of these Committees for their fantastic contributions
- Acknowledged appreciation for Company Sponsors; Speedo, Arena, the NSW Office of Sport, the NSW Department of Justice, NSWIS, 2XU and Accor Hotels
- Congratulated Ian Thorpe AM, David O'Brien OAM and Margaret Jopling OAM on receiving an OAM in the Australia Day & Queen's Birthday Honours List
- Congratulated Winners and Finalists in the NSW Champions of Sport Awards, the Swimming Australia Awards and the recent Sport NSW Community Sport Awards
- Congratulated the NSW swimmers, coaches and managers who represented Australia throughout 2018-2019

- Gave special thanks to Chris Fydler, the Board of Directors, the Office Staff, Club and Area representatives, technical officials, parents and athletes

In closing Mark expressed the importance of maintaining the successful momentum of the various new initiatives introduced this year as well as recognising the areas for continued improvement to ensure long term success for the future.

It was then Moved and Seconded that the 122nd Annual Report be adopted.

CARRIED

- 3.2** Moved and seconded that the Financial Statements for the period 1 April 2018 to 31 March 2019 be received.

CARRIED

The CEO presented the Financial Statements, highlighting the following:

- A Group Operating profit of \$31,096
- Consolidated Entity with accumulated funds totaling \$2,175,602
- Cash & Cash Equivalents for the Consolidated Entity were \$1,116,090 with \$300,000 in investments, totaling \$2,314,741

The main reason for the result was the Company's ability to continue to grow revenue through increased Donations, Sponsorships & Government Grants. Overall revenue grew by \$539,225 or 15% and the majority of this (\$412,748) came from sponsorships and grants that were able to be secured throughout the year.

This gave the Company an Operating deficit of just over \$96,000, which was offset by the Swim Trade and Speedo Swim Shop profits to the value of \$132,608. Overall the net surplus for the year was \$35,097.

Mark reported that as noted in last year's report, the Board had invested \$500,000 into an Investment Fund with Swimming Australia which was managed by Escala Partners and the value of this investment at the end of last year had risen to \$549,593. This year the investment had again grown and at year end it was valued at \$574,329. The unrealised loss on this investment of \$4001 combined with the net surplus gave Swimming NSW an overall profit of \$31,096.

Mark reported that this was another pleasing result for Swimming NSW and was the Company's seventh consecutive operational surplus which keeps the organisation in an enviably strong financial position. It was then Moved and seconded that the Financial Statements be adopted.

CARRIED

4. NOTICES OF MOTION

Chris Fydler gave an introduction to the Notices of Motion which has been distributed to the members prior to the meeting. Chris noted that in early 2018, the Board had engaged the Australian Institute of Company Directors to conduct a Governance Review for Swimming NSW and as result of this review they had recommend some changes to how the Swimming NSW Board is constructed.

The Board had considered these recommendations and were now proposing some changes to how the Board was appointed, specifically increasing the number of Appointed Directors from one to three and decreasing the number of Elected Directors from eight to six. Chris noted that if these changes were approved by the Members then they would take affect over a two-year period.

Chris highlighted further that the proposed changes would increase the Board's ability to get the right skill mix of Directors on the Board which is a critical element to ensuring the success of Swimming NSW as an organisation.

Finally, Chris noted that since nearly all of the seven Notices of Motion related to the same change to how the Board was constructed, he proposed that he would outline each Motion and the rationale for it and then ask if the Motions could be Moved as a group. It was noted that 75% of the Members present must vote for the Motion for it to be carried.

Chris then outlined Motion A; an amendment of Clause 4.1. There was no discussion on this Motion so Chris then outlined Motion B; another amendment to Clause 4.1. Again, there was no discussion so Chris then outlined Motion C, amendment of Clause 14.1 (c and there was no discussion on this Motion.

Chris then outlined Motion D, amendment of Clause 23.1. There was discussion on this Motion specifically the deletion of the sentence which prevented more than two (2) members of the Board being from one (1) Club. Some Members spoke against the Motion and others for the Motion. Given the discussion, Chris asked the meeting if someone wished to put this Motion to the Meeting at this time and he would return to the other Motions later.

The amendment to Clause 23.1 was Moved and Seconded.

CARRIED

Chris then outlined Motion E; an amendment to Clause 24.4 (b). Given there was no discussion on this Motion, Chris moved on to Motion F; the amendment of Clauses 25.1 and 25.2. There was discussion on this Motion, particularly in relation to the changing of the word 'shall' to 'may' in Clause 25.1. Some Members spoke against the Motion and others for the Motion. Given the discussion, Chris again asked the meeting if someone wished to put this Motion to the Meeting at this time and he would return to the other Motions later.

The amendments to Clauses 25.1 and 25.2 were Moved and Seconded.

CARRIED

Chris then outlined Motion G, the addition of Clause 39; the transitional arrangements. The delegates present raised questions of clarification on this Motion. Chris then noted that this was the last of the Motions, so he therefore asked for the outstanding Motions to be put to the meeting;

Motion A, amendment of Clause 4.1 was Moved and Seconded.

CARRIED

Motion B, amendment of Clause 4.1 was Moved and Seconded.

CARRIED

Motion C, amendment of Clause 14.1 (c) was Moved and Seconded.

CARRIED

Motion E, amendment of Clause 24.4 (b) was Moved and Seconded.

CARRIED

Motion G, addition of Clause 39 was Moved and Seconded.

CARRIED

Chris then thanked everyone for for their constructive discussion on these important matters.

5. ENDORSEMENT OF VICE PATRONS

Chris Fydler reported that in conformity with the provisions of By Law 40.2 (b) the Board of Directors had invited Mrs. Ursula Carlile and Mrs. Petria Thomas OAM to grant their patronage and both had generously accepted this offer. Accordingly, Chris then put to the meeting their names for endorsement.

It was therefore Moved and Seconded that Mrs. Ursula Carlile & Mrs. Petria Thomas OAM be endorsed as Vice-Patrons of Swimming NSW Ltd.

CARRIED

6. APPOINTMENT OF AUDITORS

It was Moved and Seconded that Ernst & Young be appointed Company Auditors for the 2019/20 financial year.

CARRIED

7. DECLARATION OF DIRECTORS

In accordance with provisions of the By Law 11 the declaration of the poll was undertaken.

Mark Heathcote reported than in accordance with By Law 11 (a), he had called for nominations for the two (2) vacant Director positions three months prior to the AGM. Following the closing date of these nominations, two nominations had been received.

Therefore, the following Directors were duly elected for a three (3) year term: -

- Graham Towle OAM
- Patrick Troy

8. MEETING CLOSURE

Chris Fydler then thanked everyone for their attendance and then closed the meeting at 11.00am.
