



Outdoors New Zealand Annual General Meeting

YMCA, 12 Hereford St Christchurch 23 October 2014, 4.30pm

1. **Welcome:** Chairperson welcomed and thanked all for attending.
2. **Present:** Wendy Davis (Boyle River OE Centre), Fiona McDonald (Education Outdoors NZ), Liz Thevenard (EONZ), Pete Townend (Canoe & Kayak), Gareth Moore-Jones, John Furminger (St Cuthberts College – Kahanui), Amanda Murray (Youthtown), Dion Brown (Youthtown), Annie Dignan (AUT), Stu Allan (NZOIA), Sam Newton (NZ Alpine Club), Liz Penman (Project Adventure NZ), Jennifer Hayto (NZMSC), Mike Daisley (NZMSC), Nathan Watson (NZMSC), Rosemarie Thomas (Girl Guiding NZ), Catriona McBean (NZ Orienteering Federation), Andy Woodhouse (Duke of Edinburgh) Paul Grace (Sir Peter Blake Marine Education Centre), Dave Goldsworthy (YMCA ChCh), Kim Willemse (Skills Active), Graham Seatter (Hillary Outdoors), Lee Vaughan (YMCA Ackld), Andrew Hopper (YMCA ChCh), Jonathan Lee (YMCA ChCh), Josie Ogden-Schroeder (YMCA ChCh), Chris Knol (Outdoor Safety Institute), Duncan Watson (MOEC), Jenny Jordan (YMCA ChCh), Arthur Sutherland, Gemma Periam (POET).

3. **Apologies:** NZ Mountain Guides Association, Outward Bound, Big Foot Adventures, Mark Smith (Horizons)

Chairperson explained process of voting regarding show of hands and if required secret ballot and differential voting.

4. Adoption of Minutes

- a. 2013 Annual General Meeting. Two corrections identified.
 - i. Attending – replace Darryl Carpenter with Nathan Watson.
 - ii. Remove Catherine Kappelle from apologies to attending

Moved: Nathan Watson

Second: Fiona McDonald Carried

- b. 2014 Extraordinary General meeting.

Moved: Chris Knol

Second: Sam Newton Carried

5. Chairperson's Report

Chairperson spoke to the report as tabled. Gave summarising comments then explained the recent agreement made with Sport New Zealand and NZ Recreation Association and the way forward. In particular the immediate need to obtain from the sector nominations to the NZRA board and Outdoor Recreation Sub-committee to NZRA board.

Call for expressions of interest was made (and will be followed up to all members and contacts in the outdoors sector) for:

- One place on the NZRA board in an advisory capacity until February when they will become a full board member
- Three places on Outdoor Recreation sub-committee of NZRA board.

The OR committee consists of

- NZRA Board member (Outdoors)

- 3 ONZ nominated people
- NZRA board member
- NZRA Outdoor Recreation Manager (as secretariat)

Process:

- Send EOI to ONZ Chairperson with supporting information
- ONZ Board decides the nominations to go forward
- NZRA will accept and appoint but may negotiate

Documentation explaining all processes and positions were available at this meeting for attendees to take away.

Questions

Are there constitutional issues for NZRA with having a sub-committee and Board member (Outdoors)? (C McBean)

NZRA have advised that they may appoint a sub-committee as per current constitution, no constitutional change is required.

Is there an accountability process back to ONZ and its membership? (W Davis)

Chairperson explained that this is maintained primarily through getting the right people in these positions, and also with an agreed review process between SNZ and ONZ.

Comment

Appreciation expressed for the negotiations by the ONZ Board and the Advisory Group, to ensure the outdoor sector maintained influence, and to secure this position. (M Daisley)

Chairperson's Report Adopted

Moved: Josie Ogden-Schroeder

Second: Pete Townend

Carried

6. Financial Report/Statement of Accounts

A summary explanation of change from surplus to deficit was given (Conference loss, investment in OutdoorsMark, withdrawal of promised support for OutdoorsMark).

ONZ has worked through a serious cashflow challenge which was the result of poor management practices around income for OutdoorsMark. There was a large time lag between work being done, and invoicing the client for that work.

Without more capital development of OutdoorsMark to meet legislative requirements was impossible.

ONZ Board decided to downgrade services and sell OutdoorsMark in order to protect OutdoorsMark brand and reputation.

Resulted in ONZ cashflow situation improving, OutdoorsMark continuing under a new owner, and a need to address output priorities with reduced staff capacity.

Questions

What was OM sold for and when?

The purchase price is confidential and OM was sold beginning of May 2014.

Financial Report/Statement of Accounts Adopted Moved: Jenny Jordan

Second: Duncan Watson

Carried

(3 abstentions, Dion Brown, Sam Newton, Andy Woodhouse)

7. Election of Board Directors

Josie thanked Chris Knol and Arthur Sutherland for co-option onto the board in February.

There are two positions vacant on the board. Nominations taken from the floor.

There were none.

Duncan Watson spoke to the critical importance at this time for ONZ to have a full board and that it was an opportunity for people in the sector to contribute to forging ONZ' future.

No nominations from the floor. Josie closed nominations.

Some suggestions from attendees for possible candidates to follow up.

Comments were made about concern about fiduciary liability and general time commitment required. Josie explained that the fiduciary and immediate crisis management concerns are now minimal. However, the Board requires fresh input from people in the sector who want to see the new arrangement with NZRA through to a positive outcome for the sector. That the role requires vision and leadership.

Stu Allan commented that some would be more interested in the role of the NZRA Board member or sub-committee rather than ONZ Board.

8. Appointment of Auditor

That Grant Thornton is re-appointed to conduct the financial review for the year ending 30 June 2015.

Moved: Josie Ogden-Schroeder

Second: Duncan Watson Carried

(Against: Daisley, Woodhouse, McBean)

(Abstention: Stu Allan, Sam Newton)

Question

Were accounts audited? (G Seatter)

No, not yet, audit was cost and time prohibitive. Accounts have been prepared by a chartered accountant and they will be audited by the appointed auditor. The board assured attendees the intent is to be transparent and get this done.

9. General Business:

Comment made regarding the accounts being unclear and unfortunate that they have not been audited. Also dissatisfaction expressed that the amount OM was sold for cannot be disclosed. (G Seatter)

Tribute to Josie stepping into the chairperson's role and to the board for staying the course.

Acknowledged that staff despite redundancies had integrity and support for the organisation.

(Gareth Moore-Jones)

10. Meeting Closed: 5.40pm