



Australian and New Zealand Trauma Society

Board Meeting held via Teams on

Tuesday, 27 August 2024

14:30-16:30 - AEST

16:30-18:30 – NZST

Join: <https://teams.microsoft.com/meet/47879654174?p=kJGPWQIZbrp8Gw3aKI>

AGENDA

1. **Present/Apologies – refer to Appendix B**
2. **Acknowledgement of Country (DV)**
 - 2.1. AUS - In the spirit of reconciliation the ANZTS acknowledges the Traditional Custodians of country throughout Australia and their connections to land, sea and community. We pay our respect to their Elders past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples today.
 - 2.2. NZ – Tihei mauri ora! E ngā mana, e ngā reo, e rau rangatira mā Tēnā koutou, tēnā koutou, tēnā koutou katoa

STANDING AGENDA

3. **Confirm Minutes of Previous Meeting**
 - 3.1. **MOTION:** *That the minutes of the previous meeting held on 27 August 2024 be accepted as a true and accurate record of the meeting.*
4. **Actions Arising of Previous Meeting – refer to Appendix A**

The action items were updated as per Appendix A

BUSINESS ARISING

5. **Correspondence In:**
 - 5.1. Cameron Palmer

6. **ANZTS Elections**

Background:

As you are aware we received an email from a member raising concerns around our election processes, both Executive roles and Directors. Subsequently there has been a range of views and opinions expressed by BOD on the process and interpretation of the Bylaws.

In Ben's absence I reached out to Annie to seek clarification on the Board's decisions over the last 12 months and on her advice, I had a preliminary discussion with the Executive Chair of TAS, Mr. Francis Child, on Thursday at 3:30 pm (I flew out on Friday early morning and I am currently overseas). Francis reviewed our Bylaws and Constitution and read the various



correspondences. He has provided commentary on these issues and a proposed solution, which is attached, and I firmly believe is our best way forward from here.

Francis comes with a large experience in Constitution and Bylaws having not only written them for various organisations but also provided assistance to Companies and Boards to ensure that proper governance process is followed. Given that there may be questions from the BOD on his recommendations I have requested Francis to attend the BOD meeting on Wednesday. He will act as an independent senior person able to provide expert guidance to our Directors. He will not be charging for his services even though he will dial in from overseas.

The final decision rests with the BOD but I firmly believe we should take Francis's advice as we cannot risk making any more decisions that are in breach of the Bylaws, further risking our reputation and brand as well as potentially creating disharmony amongst our Directors.

I personally spoke with Mike Noonan and contacted Belinda prior to the paper being circulated to make them aware that there are items on the agenda relevant to them

I believe Mark will need to be informed after BOD determines the 2025-2027 election process.

Motion 1:

Michael Noonan's appointment as a Board member for 2023 is ratified by the Board by special resolution under clause 4.5 but that he will need to retire at the forthcoming AGM and will not be eligible to stand again whilst there are already two representatives from the Alfred on the Board.

For

Against

Abstain

Motion 2.

That the reversal of by-law 5.1 at the Board meeting on 27th August should be revoked and a new vote for the Executive Directors should be held at the first Board meeting after the AGM for transparency purposes.

For

Against



Abstain

Motion 3:

The re-nominating Directors (Ben Gardiner, Melissa Webb, Zsolt Balogh, Michael Handy and Belinda Gabbe) are advised they are re-elected to the Board for a further term of three years.

Does not require Board's approval under clause 3.4.2.

Motion 4

The result of 1), 2) and 3) above will mean there are now three vacancies on the Board (Michael Noonan, Don Campbell and Sarah Adams) and five nominations (Tim Andrews, Michael Steenson, Jenny Santosh, Clare Collins and Mark Fitzgerald).

Mark Fitzgerald is advised his nomination to stand for election is invalid as there are already two Board members from the Alfred as noted above.

As a result, a new election for these positions should be held at the AGM in compliance with clause 3.4.1 of the by-laws.

- 1) A notice should be distributed to the members explaining the current election process was invalid for the reasons above and that there will be an election held at the AGM for three Director positions for which four nominations have been received.
- 2) Papers should be prepared for the AGM for an election process noting the four candidates and basis for voting and highest three scores are elected.

For

Against

Abstain

7. Adjournment

2025 Board Meeting Dates TBA

Appendix A – Actions Arising

#	Action	Raised	Responsibility	Status
28 May Board Meeting				
3.	BG and DC to present a paper on the Trauma Survivor Network at the next BOD meeting for consideration	BOD	BG, DC	In progress
14.1	BG to liaise with AUSTQIP regarding a detailed funding proposal outlining how the funds would be utilised	BOD	BG	Withdrawn
14.3	Best Practice Committee to develop standard responses to requests	BOD	MN/HJ/BG	In progress: BG added to the Responsibilities
27 August Board Meeting				
5	MW and TAS to contact Tinworth and proceed with the financial review	BOD	MW/TAS	Completed
9	DV to write to each recipient informing them of the award they are receiving and encourage them to attend the conference and the award ceremony at the Gala dinner to receive the award in person.	BOD	DV	Completed
10	All Committee Chairs to update ToRs with statement that addressed NZ representation and send to TAS	BOD	Committee Chairs	Completed
10	Secretary to contact BSO to set up an online form to nominate to join a Committee and send internally to the Board	BOD	BG	Part Completed; ToRs on website with EOI. Board to be invited to submit.
10	Issue a call for EOIs from the membership to join the Committee once the Board have expressed interest	BOD	BG/DV/TAS	Open
12.1	BG to update the bylaws and remove of clause 5.1	BOD	BG	Completed
12.2	BG to reissue the President-Elect vote via a preferential voting system	BOD	BG	Completed
12.2	BG to develop process and include clause for the election of future Executive Position in the Bylaws	BOD	BG	Open

Appendix B – Board Meeting Attendance 2023/24

	Nov 23	Feb 24	22 April	May 24	Aug 24
Dinesh Varma (Chair) (DV)	Y	Y	Y	Y	Y
Helen Jowett (HJ)	Y	Y	Y	Y	Y
Melissa Webb (MW)	Y	Y	Y	Y	Y
Ben Gardiner (BG)	Y	Y	Y	Y	Y
Belinda Gabbe (BGa)	Y	Y	X	Y	Apology
Savitha Bhagvan (SB)	Y	Y	X	Y	Apology



Annelise Gluer (AG)	Y	Y	X	Y – joined at 3.25pm	Y
Michael Handy (MH)	Y	Y	Y	Y	Y
Adam Mahoney (AM)	X	Y	Y – left at 6.03PM	Apology	Y
Grant Christey (GC)	Y	Y	Y	X	Y
Sarah Adams (SA)	X	Y	Y	X	Y
Zsolt Balogh (ZB)	X	X	X	Y	Apology
Kat Quick (KQ)	Y	Y	Y – left at 6.01PM	Y	Y
Michael Noonan (MN)	Y	Y	Y	Y	Y
Don Campbell (DC)	Y	Y	Y	Y	Apology