



**Australian and New Zealand Trauma
Society**

Board Meeting held via Teams on
Wednesday, 16 October 2024

MINUTES

1. Present/Apologies – refer to Appendix B

The Chair opened the meeting at 6.04pm AEST. The Chair welcomed the Board and discussed the purpose of this extraordinary meeting. The Board were reminded of the challenges experienced as a new Board especially when navigating the bylaws and constitution within the current context. The goal was to move forward as an organisation, and to work together as a Board in the interest of ANZTS and its members, and to not put the Society in disrepute.

DV introduced Francis Child, Owner and Executive Chair of The Association Specialists (TAS), who was present to advise on governance and the interpretation of the bylaws and constitution.

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.*

Proposed: AM

Seconded: BG

Carried

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



Correspondence was received from a member which highlighted a number of concerns regarding the ANZTS Election of Directors and Executive that would need to be addressed at this meeting. DV advised that he sought assistance from Francis Child (TAS) who tabled a paper with recommendations.

6. ANZTS Elections

BG provided background to the AGM and nomination process, and spoke to the history of MN's nomination in 2023. At this time, MN's appointment contravened clause 4.3 of the bylaws as the third representative from Alfred. BG recollected that, at this time, MN's nomination was taken to be a representative of NRTI rather than the Alfred, and that this was acknowledged by the Board. Medical over-representation on the Board was not realised at the time.

DV reminded the Board regarding conflict of interest and that this should be acknowledged during the meeting. MN and MW acknowledged conflict of interest as working for Alfred.

MN spoke to his current position and confirmed that he proceeded throughout the nomination process in 2023 in good faith, was listed as a consultant from Alfred, nominated in advance and was declared elected at the AGM. He was unaware of any process for a special appointment at the time of nomination or after the AGM.

The Board addressed the fact that the bylaws should be clearer to address representation from an institution, especially in cases where the Director works for multiple institutions. There was discussion about the way potential institutional affiliations could be further defined; this will be discussed further at a future Board meeting.

It was acknowledged that errors were made in accepting MN's nomination to the position, in relation both to representation from institution and craft group. It was agreed to be a collective oversight by the Board who were not familiarised with the bylaws. Members would want to see the Board follow due process. The Board confirmed to resolve this by ensuring the bylaws and constitution purposes were met moving forward. It was agreed that whilst the bylaws may need to be updated, it was not appropriate to make amendments prior to the AGM.

It was flagged that the bylaws also do not indicate a minimum from a craft group to ensure there was ongoing representation across all membership groups, such as allied health.

It was confirmed under clause 4.5, the Board could make a special resolution to ratify MN's appointment for 12 months. As per the bylaw, this was until the next AGM, therefore being the 2024 AGM. The Board composition would then revert back to clause 4 with existing representation.

MN agreed that, upon review of the constitution and bylaws and discussions with the Chair, this was an appropriate course of action.



Therefore the following motion was tabled:

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.*

There were two abstentions, one against and majority in favour.

However, following Motion 3 below, the Board collectively agreed MN was eligible to renominate himself should he wish to.

Motion 1: *That the Board accept Michael Noonan's appointment to the Board for 2023 until the 2024 AGM*

All in favour. Carried.

The next motion tabled was:

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.*

BG spoke to the intention of the Board to amend the bylaws, in particular to expedite the process after the AGM to ensure Executive Director were in place to miss any gaps in governance before the next Board meeting, and to ensure that only existing Board members with experience on the board were appointed to Executive positions.

The Board discussed the decision-making and main concerns behind the removal of the clause.

- That clause 5.1 was removed after the nomination process commenced
- That the incoming Board should have the right to vote for the Executive rather than the outgoing Board
- That it was reasonable to expect that any incoming Board members who nominated to the Board would expect the right to choose and vote on the Executive positions
- It was unknown whether a Board member re-standing would be elected, and therefore would be eligible to stand for Executive Director (notwithstanding the outcome of motion 3)

The Board acknowledged that the implication of voting to remove the clause was not fully understood at the time. It was agreed that once again this was collective oversight by the Board.

BG advised that it was a regulatory requirement to have a Company Secretary appointed with ASIC after the AGM, prior to the Executive appointments. This does not need to be a Director and BG volunteered to remain within the Company Secretary role until the Secretary be elected after the AGM.



The Board suggested that the election of Executive be retrospectively endorsed at the meeting after the AGM dependent on the Board's vote in regards to motion 3. It was agreed to pause voting on motion 2 until a decision was made on motion 3.

AG left meeting at 7.11pm

The next motion tabled was:

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.*

The Board discussed clause 3.4.2 'Members for re-election are excluded from the process of the ballot'. It was agreed this was ambiguous and open for interpretation. Francis Child noted this could be interpreted as:

- 1) That re-nominating Board member were excluded from having a vote. However, this did not address whether new nominating Board members would also be excluded from having a vote or;
- 2) That all existing Board member who nominated to re-stand would automatically receive another term, effectively receiving three terms of three years without being voted by members

HJ and BJ clarified the original intent of the clause and that the existing Board members who were re-standing were to be excluded from the process of counting the ballot.

Due to the ambiguity of the bylaw, the Board agreed that the constitution overrode the bylaws in that it clearly indicated all Directors were to retire at the end of their three-year term (clause 41.4).

Therefore, the Board unanimously agreed to reject motion 3 on the basis that the bylaws were ambiguous, do not reflect the constitution and therefore should be reviewed.

As such, as there were Board members who were up for election as both Director and Executive Director, motion 2 was unanimously passed and an election for Executive positions would be held after the AGM.

The next motion tabled was:

Motion 4: *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.*

It was stated that no Director was aware of the result of the first election.



The result of the prior motions meant there were 10 nominations for eight vacant positions.

Furthermore, the bylaws stated that the election should take place at the AGM. It was noted the intention was that the results of the election be announced and endorsed at the AGM. Holding the election at the AGM was likely to be complicated and take additional time.

It was agreed that due to the errors and having not informed members of the additional vacancy from MN's standing down, and eligibility requirements, that the prior election be voided and that a new election run at the AGM.

As DV already represented Alfred on the Board, only either MW or Mark Fitzgerald were eligible to be elected. MN was invited to re-nominate and declined.

With the resignation of MN, there was no longer an issue of over-representation from the medical craft group. BG noted that whoever received the highest votes between MW and Mark Fitzgerald would be the successful nominee.

AM left the meeting at 7.38pm

BG spoke to the election process and proposed that for ease and time efficiency, this be held electronically using preferential voting. The preferred option of using the preferential voting was queried by a Director. BG reminded the Board of the rationale of using the preferential voting system which meant it removed a tied vote, removed bias and clearly identified the preferred order of candidates. It was noted that an election at the AGM would also need to consider proxy voting; this would be reviewed by BG and TAS.

The Board discussed how this would be communicated to members and Cameron Palmer. It was advised that BG would prepare a rationale for members that announced that, in light of an additional vacancy, a new election was required at the AGM.

It was confirmed that any vote made in the previous election was now considered null and void. Again, it was confirmed that the results of the first election were not seen or reviewed by anyone on the ANZTS Board.

The Board were unanimous in agreeance to re-run the election. The motion tabled was:

Motion 4: *That a new election be held at the AGM using preferential voting*

All in favour. Carried.

7. Adjournment

DV thanked the Board and Francis Child for their contributions and input.

The meeting was declared closed at 8.01pm.

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	Oct 24
Dinesh Varma (Chair) (DV)	Y	Y	Y	Y	Y	Y
Helen Jowett (HJ)	Y	Y	Y	Y	Y	Y
Melissa Webb (MW)	Y	Y	Y	Y	Y	Y
Ben Gardiner (BG)	Y	Y	Y	Y	Y	Y
Belinda Gabbe (BGa)	Y	Y	X	Y	Apology	Y

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