

Board of Directors Report - Final

Report of the Board of Directors meeting held at Motorcycling Australia, 147 Montague Street, South Melbourne on Wednesday 18th April 2012.

PRESENT:

Stephen Foody	President (Chair)
John Tisdale	Vice President
Ray Jonkers	Director
Lyal Allen	Director
Bob Kershaw	Director
Stuart Strickland	Director
David White	CEO

In Attendance: Tina Alderman Administrator
Partial Attendance: Jamie Nind Manager – Finance & Administration
 Terry Jasper Terrence Jasper & Associates
 Katherine Frost Terrence Jasper & Associates

Apologies: Nil

Item No.	Issue	Raised By	Recommended / Proposed Action	Decision	Action Taken	Lead	Action Date
BR1839	Welcome/Apologies	SF	The President welcomed those present and opened the meeting.	Received.	-	-	-
BR1840	Confirmation of Minutes	SF	Minutes of the meeting held on 21 st March 2012 were distributed for reference.	Received.	-	-	-

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BR1841	Business Arising: Sporting Pulse (EX 5636)(EX5853)	BA	OM advised auto reminders have been set up. Problems occurring when moving from one discipline to another, rider will still get reminder for old discipline. Most states are sending out manual reminders.OM to contact SCB Managers to agree on universal email to be sent out with reminder by Sporting Pulse. Board requires document on cost of Sporting Pulse. Sporting Pulse be put on Aprils agenda. Board to request Andrew Weiss to put a proposal together to fix on going issues.	CEO to send document on costing to Board members. CEO to organise on line presentation from Swedish company for D Gatt & A Weiss. D Gatt & A Weiss to present their findings to the Board on the AKA system/ data base.	-	CEO	asap
BR1842	Business Arising: Strategic Plan (EX 5630)(EX5854)	BA	Reg Crawford from the Lonsdale Group is working on planning document, should be finalised after March's Council meeting. B Kershaw stated the following would need to be addressed at the Council meeting <ol style="list-style-type: none"> 1) A National body is needed 2) What form should it take 3) What are their responsibilities 4) Resourcing 5) Are there other structures that MA could adopt 6) Purpose of our existence is to make it easy for people to ride. 7) Constitution is in place and sets out the roles of council, SCB's and MA it was put in place by Council. Board members were asked to send issues in dot point form to B Kershaw. S Strickland to help with presentation at council meeting	-	-	CEO	-
BR1843	Business Arising: Review of all	BA	A review panel is to be set up in Jan 2012. Overview documented was	Board has endorsed the same policy be used as is used by the FIM, at the beginning of a	-	CEO	April 2012

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	committees and commissions (EX5630) (EX5855)		presented at Decembers Board meeting. Board has requested CEO to continue with weekly briefing notes To be addressed at Aprils Board Meeting Any conflict of interest issues are to be addressed at this Commissions review.	meeting the question is asked if anybody has a conflict of interest, if there was the person would exit the room whilst the decision was being made			
BR1844	Business Arising: CEO Report VCAT Hearing (EX5661) (EX5856)	BA	CEO to organise meeting with industry for proposed ATV safety training to be held at Barrabool.	CEO to organise meeting for end of May first week of June 2012	-	CEO	asap
BR1845	Business Arising: CEO report Junior Road Racing (EX 5661) (EX5857)	BA	CEO had teleconference with Road Racing Commission, they have signed off on rule change. Teleconference will take place with Junior Commission later this week. Board suggested looking at the structure of the commissions to avoid any conflict or apparent conflict of interest issues.	Board has endorsed the same policy be used as is used by the FIM, at the beginning of a meeting the question is asked if anybody has a conflict of interest, if there was the person would exit the room whilst the decision was being made.	-	CEO	April
BR1846	Business Arising: Licence Review Committee (EX5710) Industry Meeting (5743) (EX5859)	BA	Board has referred this item to Council. S Strickland to help with strategy to get industry working on this together, a meeting is to be set up with Rhys Griffiths. Discussion took place regarding a licence membership should be given away on the purchase of any new motorcycle. S Strickland to draft letter to invite FCAI members and broader industry groups including Peter Alexander to attend a one day conference. CEO to send recommendation letter to all entities for a joint meeting to coincide with Aprils Board meeting, venue TBA. S. Strickland sent draft letter and address's to CEO reference a proposed meeting at MA with	CEO to send recommendation letter to all entities requesting a joint meeting.	-	CEO	20 th April 2012

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			<p>manufacturers / distributors to discuss a closer working relationship. CEO suggested the letter be sent directly from MA as not all manufacturers/ distributors are members of FCAI. A copy will be sent to Rhys Griffiths (Motorcycle Manager FCAI) for his reference.</p>				
BR1847	<p>Business Arising: Worksafe Investigation (EX5682) (EX5860)</p>	BA	<p>R Jonkers received email from Safework Australia who are happy to work with MA to develop specific questions that can be raised with State Regulators. R. Jonkers and C. Lawrence to develop a national document for workplace site induction. RCM to coordinate meetings with State authorities and SCB Managers. R Jonkers to send his report to S Strickland to send to Ken Phillips. Worksafe discussion to be put on Board agenda's every month. L Allen requested Worksafe issues be brought up at Council meeting for SCB Managers to reiterate to all volunteers etc. The importance of compliance with rules. S.Strickland sent Ken Phillip (Executive Director Independent Contractors of Australia) R. Jonkers report covering advice from Safework Australia. Ken Phillips is willing to meet with MA's CEO to discuss items of mutual interest if the CEO is interested.</p>	<p>Safe Work Australia is working on document with frequently asked questions and answers. RCM to review licencing process and venue standard guidelines to ensure they will stand up to scrutiny. RCM to develop an audit system for track inspection to be briefed by CEO.</p>	-	RCM	-
BR1848	<p>Business Arising: AON summary of Statutory Liability proposal (EX 5721) (EX5861)</p>	BA	<p>Board has endorsed CEO to fill out application to enable quotation.</p>	<p>Proposal is with AON at present, quotation expected by next Board meeting.</p>	-	CEO	May 2012

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BR1849	Business Arising: IEG Contract (EX5862)	BA	CEO to coordinate a meeting with K Williams and Y Konsky to discuss marketing opportunities.	This has not eventuated. CEO to ask both parties for a proposal	-	CEO	ASAP
BR1850	Business Arising: Work Health and Safety Bill (EX5743)(EX5863)	BA	D Hiddle recommended MA produce a document regarding OH & S for workers and volunteers to sign off on. L Allen to write to Minister again to request meeting. CEO to make informal contact with friend of Moto GP's risk manager's friend in Worksafe Victoria. CEO to arrange meeting with Assistant Treasurer (Author of the media release advising delay of the bill). B Kershaw suggested a letter be sent to State Authorities and Worksafe Victoria asking them to give a briefing on how as an organisation we can prepare ourselves. J Tisdale suggested we should be part of a large lobby group to raise the profile CEO made informal contact, which was handed to another party a telephone conversation took place.	Board to continue to watch what eventuates in the State and Federal environments.	-	Board.	-
BR1851	Business Arising: Constitution regarding voting process (EX 5796) (EX5864)	BA	CEO to write to Ian Fullager to seek legal advice to clarify position on voting process, B Kershaw suggested Ian Fullager be present at AGM. Letter was read out by CEO, clarifying voting process.	Board has endorsed Ian Fullager to attend AGM to answer any questions regarding the MA constitution.	-	CEO	ASAP
BR1852	Business Arising: 2012 Draft Budget (EX5804)(EX5865)	BA	Draft budget presented. Budget to be tabled at the April Board meeting for adoption	To be addressed in items for decision.	-	-	-
BR1853	Business Arising: Xenon Technologies (EX5866)	BA	This company is developing an innovative warning system for motorcycle racing.	The Board has rejected this proposal due to being cost prohibitive.	-	-	-

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BR1854	CEO Report		<p><u>Supercross Championship</u> CEO was unable to meet with either Mark Luksich or Yarrive Konsky last week. Mark is happy for Yarrive to promote the Championship for 2012 with some opportunity to do some or all of the Championship in the following years.</p> <p><u>Workplace Harmonisation</u> There is apparently growing disquiet about this legislation. Copies of two articles from recent editors of the Australian are enclosed. There has been nothing from Safe Work Australia.</p> <p><u>Licence Statistics</u> The figures for March have been extracted. They show 17053 annual competition licences as at the end of March. This is a decrease of 237 from the end of February 2012. Monthly figures to date are: January 17079 February 17290 March 17053 The decline from February to March represents a decrease of 1.37% a significant improvement from the decline February to March in 2011 which was 7.07% (18798 down to 17468)</p> <p><u>National Officials Committee – Steward appointments</u> CEO participated in a teleconference with the NOC on the 10th March. They have since provided a list of appointments up to 5th May. These</p>	<p>Board has endorsed CEO to draft contract for IEG to promote the Supercross Championship on a 3 plus 3 year contract with KPI's in place similar to the Superbikes contract. IEG principle or staff are not to be involved in the management or operation of any team(s) they are involved with at events being promoted by IEG.</p> <p>Board has requested CEO to feature top 5 strategic items, indicating progress with each and a brief overview of MA's financial position in future CEO reports.</p>	-	CEO	asap
				-	-	-	-

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			<p>were relatively straight forward and they have been approved due to time constraints. No further nominations should be available after the teleconference scheduled for the 16th April 2012.</p> <p><u>Barrabool</u> Following the items of correspondence in the agenda an email has been received from the sporting club.</p> <p><u>Voting Process</u> The constitution as it stands still requires the Board to recommend the voting process to the Council. The suggested process is as follows (from previous years)</p> <p>To be elected as a Director of Motorcycling Australia a majority vote must be received. If a majority vote is not achieved in the first ballot, the candidate receiving the least number of votes will be eliminated from any subsequent ballots .In the event of a tie of votes the following will apply:</p> <ul style="list-style-type: none"> • A tie of the election will result in a second ballot with the second / third placed candidate/s being eliminated. • If there is a tie for the second place and the highest vote received does not obtain a majority there will be a ballot between the tied candidates and 	<p>-</p> <p>Board has endorsed the following actions to Barrabool A \$10.00 levy per rider for all track activity. President to send letter to SMCC re their refusal to first agreement /proposal. An annual fee of \$3000.00 from each club, payable monthly in arrears with the rider levies.</p>	<p>-</p> <p>-</p>	<p>-</p> <p>President</p>	<p>-</p> <p>asap</p>

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			<p>the winner of that ballot will participate in a further ballot with the candidate receiving the highest number of votes.</p> <p>Councillors will vote by deleting the name of their non-preferred candidate/candidates on the ballot paper leaving the name/names of their preferred candidate/candidates.” All ballot papers must be lodged in a ballot box.</p> <p><u>Proposed Appointment of General Manager</u> Discussion took place on this matter at the last Board meeting and also the Council meeting. In hindsight CEO believes it was premature for it to be discussed at the Council meeting. There needs to be further discussion at Board level regarding staffing levels.</p> <p><u>Honda Broadford Bike Bonanza</u> The event was very successful but spectator attendance was down from the previous year particularly in relation to Saturday. However rider numbers were up and there were in excess of 800 motorcycles registered for the various on track activities. There were also at least another 150 motorcycles on display. The financial outcome is not yet finalised but the event will make a profit. It is difficult to establish a reason for the drop in spectator numbers but two factors could have contributed:</p> <p>1) Change from motorcycle managers advertising to</p>	<p>-</p> <p>Board to oversee HBBB publicity plan prior to the next event.</p>	<p>-</p> <p>-</p>	<p>-</p> <p>Board</p>	<p>-</p> <p>-</p>

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			<p>include some regional television advertising.</p> <p>2) Lack of a "star" motorcycle, last year we had the Daytona winning Britten from New Zealand with former world champion Hugh Anderson riding the bike. Negotiations have commenced to bring an iconic bike to the 2013 event.</p> <p>Motorcycle Purchase Some months ago the Board approved the purchase of the Eldee Velocette to be purchased after Easter this year. That was conveyed to the owner, what do we do taking into account the financial situation.</p> <p>Insurance Matters CEO attended a Public Liability Claims Conference in Sydney on the 12th April 2012.</p> <p>Mototrials Championship May 2012 CEO read out letter sent to the FIM regarding the boycott of manufactures to this event scheduled for 26th & 27th May 2012.</p> <p>National Managers to become a subcommittee of the Board CEO explained outcome from National Managers meeting and the proposal for the National Managers to become a subcommittee of the Board. The following 6 items were agreed upon by the SCB Managers</p> <p>1) Advise Board on strategic policy</p>	<p>Board to consider item in general business.</p> <p>-</p> <p>-</p> <p>-</p> <p>This recommendation has been endorsed by the Board. Terms of reference to be developed.</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p>

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			<p>issues, making it a two way process.</p> <p>2) Advise Board on financial issues affecting organisations.</p> <p>3)Collectively decide how the sport is administered on a national level, bringing about harmonisation, and consistency.</p> <p>4) Assist the Board when required with advice and action.</p> <p>5) Advise the Board of State administrative issues.</p> <p>6) Advise Board on matters affecting “whole of sport” on affect the administration of rules / regulations.</p>				
BR1855	Staff Report	CEO	Verbal report provided.	Received.	Information only	-	-
BR1856	Financial Reports	MFA	<p>The following reports were submitted to the Board for review:</p> <ul style="list-style-type: none"> • Profit & Loss with Budget Analysis to March 2012. • Profit & Loss with Budget Analysis 2012 • Balance Sheet as at March 2012. <p>Accounts Payable/ Receivables as at March 2012.</p>	Received. Board has asked for a revised format on reports which include month YTD and budget.	Information only	MFA	-
BR1857	Report –Finance and Administration Manager	MFA	Written and verbal report provided.	Received.	Information only	MFA	-
BR1858	Report – Risk & Compliance Manager	RCM	Written report provided.	Received. Board has endorsed the following actions to Barrabool A \$10.00 levy per rider for all track activity. President to send letter to SMCC re their refusal to first agreement /proposal.	Information only	President	asap

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				An annual fee of \$3000.00 from each club, payable monthly in arrears with the rider levies.			
BR1859	Item for Decision: Suspension of Minimoto carburettor size rule		15mm carburettors are now the industry standard for this class of bike there was supposed to be a rule change request submitted last year for inclusion in the 2012 MOM's. Most if not all competitors in this class at the Championship on 27-28 April will be running 15mm carburettors.	Board has referred this item to the commission	-	Commission	-
BR1860	Item for Decision: Request for approval of budget	MFA	Previously presented 2012 Budget draft number 17.	Board has approved 2012 budget draft number 17. To ensure future financial viability MA requires extra income stream to be raised as an agenda item at the May Council and Board meetings. CEO to document what MA delivers, costs etc.	-	CEO	-
BR1861	MA Insurance Limited	CEO	The following reports were submitted to the Board for review: <ul style="list-style-type: none"> Cash Statement Mail for March 2012. Report for 3 months ended 31st march 2012 	Received.	Information only	-	-
BR1862	Auditor's presentation by Terrence Jasper & Associates.	MFA	Terence Jasper and Katherine Frost presented consolidated financial statements for year ended 31 st December 2011.	The Board in approving the accounts for year ended 31 st December 2011 resolved: The directors of the company declare that: The financial statements and notes are in accordance with the corporations Act 2001 <ul style="list-style-type: none"> a) Comply with accounting standards described in note 1 to the financial statements and the Corporation Regulations: and b) Give a true and fair view of the company's financial position as at 	-	-	-

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				<p>31st December 2011 and of its performance for the year ended on that date to the date in accordance with the accounting policies described in note 1 to the financial position.</p> <p>In the Directors opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.</p>			
BR1863	Strategic Plan			Board members to prioritise Councils top 9 items for Strategic plan to PA by Monday 24 th April 2012	-	Board	24 th April 2012
BR1864	Licence Statistics	OM	Licence statistics for March 2012 were provided.	Received L Alan to add the following minikhana, recreational and officials to his graph. CEO to follow up with OM whether other extractions can be done from licence statistics.	Information only	L. Allen & CEO	-
BR1865	Website Statistics	OM	Written report provided for March 2012.	Received.	Information only	-	-
BR1866	Item for Discussion: Independent consultant	J Tisdale	An independent consultant be appointed by the board to review the MA administration to report to it, to describe and define all roles in the administration, The report should also report on employee engagement, moral and capacity. The consultant should also be encouraged to make recommendations if deemed appropriate	Board has endorsed the following as stage 1 of the process. 1) Once job descriptions completed by MFA and CEO, staff are to sign off on their agreements 2) CEO to report job descriptions to the Board. 3) Areas of responsibility for each staff member will be uploaded on the MA website.	-	MFA & CEO	MAY 2012
BR1867	Item for Discussion: Review of all Committees & Commissions			Not discussed.	Information only	-	-
BR1868	Item for Discussion: Options for changing	MFA	Two quotes were presented.	CEO to send letter to SCB's / Councillors informing them of the intention to change	-	CEO	May 2012

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	auditor for 2012			auditors at the May AGM.			
BR1869	Items for Information: Letter / email received from Peter Ovens	Peter Ovens	-	Information only	-	CEO	asap
BR1870	Items for Information: MA draft of constitution & collated working notes from workshop	Reg Crawford	-	Board has endorsed the MA draft of constitution with the following changes Page 10 item 17c(111) should read should meet at least once Page 20 item 7.2(a) should read should meet twice. Draft to be added to the Council agenda in May 2012.	Information only	CEO	asap
BR1871	Item for Information: Enduro Commission selection of final 13 riders for the 2012 ISDE	SS	-	Board has requested that when these items are sent through that it also states that teams were selected under correct procedures.	Information only	-	-
BR1872	General Business	CEO	CEO read out email received from Ray Howard of Yamaha regarding the 2012 Supercross Championship. S Strickland requested SCB Managers prepare a monthly brief report for the Board. NOC minutes Board undertakes work on producing a position specification that details the necessary skills required for a replacement CEO when our existing CEO retires. The Board has the responsibility for succession planning and that a successor needs to be appointed during the next financial year, to work under our existing CEO. The 'intellectual property' residing within our existing CEO is	Board acknowledges concern. Board endorses this recommendation to form part of the sub committee's terms of reference. Board has deferred this to June's agenda Board has deferred this item to August.	Information only - - -	- - - -	- - June 2012 August 2012

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			<p>considerable and MA's charter is complex. A lengthy period of time will be required for a new individual to absorb the intricacies of the organisation. Additionally Board perceives that our CEO needs support within the senior management team that currently is not forthcoming. The financing of such a position will need discussion.</p> <p>Purchase of Eldee Velocette</p>	<p>CEO to attempt to negotiate terms with vendor regarding purchase of the Eldee Velocette.</p>	-	CEO	asap

Next Board meeting will be on the 14th May 2012.

The meeting closed at 4.30pm

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Board of Directors

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