

Recruitment – Board members, Officers and Staff

Recommendation. Consider the inclusion of additional board members from outside the sport whose expertise is in complex organisation and board management, possess specific professional skills, or have experience in reinvigorating stagnating enterprises.

Recommendation. The QRA Board should consider the appointment of a Secretary to manage Board business, including meeting coordination, Minute writing and distribution, and routine Board correspondence.

The Governance Committee is intended to have an external Chair. The reason of having a Governance Committee is to mitigate the “boys club”. The committee will look after “nominations” and general oversight of the Board.

Originally, we had considered just a nominations committee, however the scope was expanded. The nominations process will include an analysis of what skill gaps exist on the Board and how these can be filled. This will challenge the skills that an aspiring Board Member may bring beyond good intentions. As the intent is to solicit interest from the best available candidates’ external positions will be advertised. This was recently undertaken by advertising on the AICD website.

NRAA Representative - Traditionally the President/Chairman would attend, however the QRA Board should have the option to send the most appropriate person. This may be appropriate if the QRA Chair was a non-member. In the past, as required we have sent the Vice President.

A staff recruitment policy will be written which includes appropriate pay scales for QRA employees/contractors and (linked to registered Awards).

The Board’s current position is that the Executive Officer will act as the Secretary. The proposed Rules provide for the appointment of a separate Secretary

The Rules refer to s61A of the *Associations Incorporation Act 1981* which concerns the eligibility requirements for persons to be elected onto the Board.

. <https://www.legislation.qld.gov.au/view/html/inforce/current/act-1981-074#sec.61A>

Board Member term and Conflict of Interest

The maximum terms for Board Members have been considered and amended to 3 consecutive terms.

A conflict of interest, perceived or real, is subjective. The draft Rules looked to address this by limiting potential Board Members to remove doubt. It is agreed that this limits the potential pool from which Board Members may be drawn from. Based on feedback this will be loosened as per the attached revised Rules version.

Organisational Chart

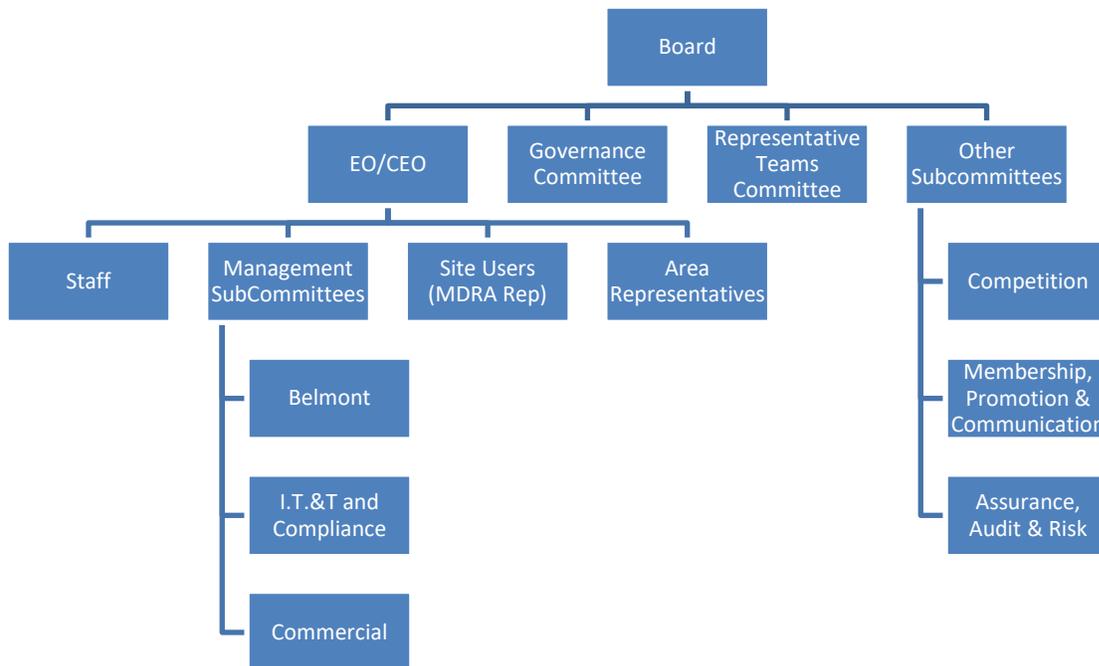
Recommendation. Consider a different organisational structure that incorporates clear authorities, divisions of responsibility and accountabilities and adopt changes that best suit the QRA strategic objectives.

The org chart was refined following the Board review period, with the edited version below.

The Governance Committee will have an independent Chair (likely external) and will report directly to the Board. The Representative Teams Committee (RTC) will have an independent Chair (a member) and will report directly to the Board.

The Competitions Committee will be a separate body that will have line reporting to the Board – A Board member will continue to be engaged in the Chairing of the Competitions Committee. The RTC is to be a completely independent group that works to select the best team leaders to ensure success at Teams event that the QRA enters.

The present Board view is that a separate Secretary is not required. The proposed Rules however allow for the position should the Board see that the need is justified. The same case applies for the Board to appoint a range of positions if the need arises. Whilst the Rules provide for payment for a few roles, the Board believes all roles will be filled on a voluntary basis.



Commercial – QRA revenue generating businesses (QStore, Hospitality, FSC's, GIAS, Dealership)

Belmont – QRA controlled assets on Belmont and non-core commercial activities on Belmont (Landfill, Buildings, Ranges)

Legal Structure

***Recommendation.** The QRA Board, in consultation with the membership, consider the merits of either changing the Association's governance model to become a Company Limited by Guarantee, or adopting a simpler rule change to ensure universal suffrage for the membership.*

The Errington Report identifies both CLG and IA as the options for Legal Structure. This is also supported by the KPMG report. The Queensland Government (Sport & Rec) do not have a position on which legal structure is the appropriate one.

In terms of structure the Incorporated body provides significant benefits for the Association and allows for reasonable flexibility. Moving to a corporate based structure may lead to additional compliance and legal costs that aren't currently placed on the Association.

Both Errington and KPMG Reports identify that the members should vote rather than Council. This is a critical component of the Errington Review. Members want to have a greater direct say in the Association.

Extracts from the Reviews:

KPMG - Review the structure of having both a Board and a Council, as members currently are not able to vote for Board members (members vote for Councillors and Councillors vote for Board members).

Errington - The Board's (and Council's) performance is constrained by the rules and structures within which it currently operates. In some ways, these constraints are a key cause of the QRA's inability to function effectively. Changes to empower the Board and enable it to run the business are necessary. The current structure may be tweaked, or it could be redesigned. Whatever course of action is taken in this regard, the Board should ensure, as far as is practicable, that divisions of responsibility are clear between different entities, and that authorities are match to responsibilities and accountabilities. At the very least, the strong sentiment expressed by the Membership for universal suffrage should be respected. The Board (and Council) exists for the members' benefit, not the reverse. This may not necessarily be better managed through a change to the legal status of the Association, but changes to the Association's rules and organisational structure are probably overdue

Powers

Delegations of Authority are currently being reviewed and formulated into a single document. This will include sub-committees; however, it would be unusual that a financial commitment is made unless the appropriate authority has been expressly provided by the board.

The Powers and Objects have reduced in terms of the detail however the Board's view is that they are sufficient so as not to restrict the association.

Communication between Board, Clubs and Members

***Recommendation.** Develop a communications plan that informs members of Board dealings and decisions.*

During the drafting and consultation process it has become evident that a means of communication, similar to that achieved with Councillors, is required. A sub-committee designated as Area Representatives will be formed to be a point of contact for Clubs and Members. The formation of this sub-committee is a critical function to ensure adequate flow of information and maintenance of linkages to the Association via a dedicated point of contact.

The Club Forum will likely be a bi-annual event. We see this as a very important component of improving our communication and compliance with clubs and those that are managing them. In some cases, it is being done very well and in others there is significant room for improvement. Our sport is constantly under scrutiny and there needs to be a concerted effort to ensure we are compliant with our SSR's, legislative requirements and have an appropriate level of skill in the area of Governance. Obviously, additional items will be discussed at these events.

Proxy voting through electronic or paper based is possible. QRA will continue to consider how to leverage off technology to communicate with our members. The ability to live stream important discussions to attract a larger audience is one option.

Minutes

The Board's intent is that the minutes and financials will be provided to all members as described in the current policy. We do not foresee a change in this position.

Our legal advice is that the wording, in the proposed Rules, is compliant and in fact was supported by the Solicitor. The wording does not state the minutes are **only** available to those who attended. Should for any reason the Board not provide the minutes and a member wanted a copy, the Act will override the Rules.

Members

The definition in the Rules relating Membership categories is considered sufficient. Levels within the categories can be determined from time to time through Policy.

The Non-active member category exists to satisfy the requirements of our Club Liquor Licence.

During the review Honorary Life Members were considered, however it was felt that either an Honorary Member or a Life Member would be suitable.

Oversight

We have provided for an Assurance, Audit & Risk committee along with a Governance Committee. The representatives would be considered to have the appropriate level of knowledge to be involved in the Budget approval process.

Actioning of the resolutions set from the prior year would be covered in the Presidents Report and the progress would be tracked through circulation of Board Minutes. This would also fall under the role of the Governance Committee.

Other

DRA's now exist primarily for competition purposes. Whilst they also have a significant role in our history it would seem a specific reference is not required in the QRA rules.

Selection of a Patron and the conduct of an annual State Championship can be handled by Policy.

Creating a "dead rubber" by early counting of proxies does not seem likely. Surely the Board will have clearly articulated their position on any resolutions and be sure of the result prior to the vote.

The timeframes outlined are achievable and ongoing work is being undertaken to enable a fully informed vote. This includes sub-committee charters and review of policy.