

**MINUTES OF ANNUAL GENERAL MEETING OF
THE OUTWARD BOUND TRUST OF NEW ZEALAND
HELD AT HOTEL DE BRETT, 2 HIGH STREET AUCKLAND ON SATURDAY, 9
NOVEMBER 2019 AT 9AM**

The Chair, Grant Faber, welcomed everyone to the 2019 Annual General Meeting and thanked everyone for making the journey to Auckland. Grant noted an apology from Victor Klap, CEO, who has concussion and is unable to attend the meeting.

Present:

Andrew Smith, Anne Beex, Bill Day, Bonnie Bolton-Roger, Brandon McCarthy, Claire Anderson, Dave Tibby, Dynes Fulton, Fiona Mackenzie, Grant Faber, Helen Fletcher, Hilary Sumpter, Howie Barnes, John Patterson, Marina Adams, Peter Corner, Sharon McLeod, Shelley Clark, Tim Watts, Tracey Hancock.

Staff: T van Dijk (Commercial Manager)

Apologies:

Alastair Macfarlane, Archie Park, Brian Curtis, Brien Mahoney, Bruce Cardwell, David Montgomerie, Dick Hubbard, Eion Edgar, Garry Mooney, Gavin Schiller, Gerald Lanning, Gilly Oppenheim, Glenys Coughlan, Graeme Lockery, Grant Aislabie, Ivan Emrali, Jan & Doug Hitchon, Janet Ford, Julie Jones, Katherine McQueen, Kerry O'Carroll, Linda Gaskin, Lloyd East, Margaret Robinson, Mike Brooke, Nicola Farmer, Paul Chapman, Paul Wymer, Peter Biland, Peter Kyle, Raewyn Kirkman, Richard Worth

The apologies be accepted.

Moved: H Sumpter / Seconded: B Bolton-Roger
Carried

Confirmation of the minutes of the last meeting on 27 October 2018:

The minutes of the meeting of 27 October 2018 be accepted as a true and correct record of the proceedings.

Moved: H Fletcher / Seconded: S McLeod
Carried.

CEO Report

G Faber presented the report on behalf of V Klap, noting the substantial progress on the previous three year strategy particularly an increase in revenue by 24% over this period. The board and management team has been undertaking a thorough strategic review to future proof the organisation. The result of the review was the formation of a project team with the objective of preparing a strategy for Outward Bound to reach more New Zealanders. To date the team has identified two groups to target, students in middle school years (years 7,8,9, and 10) and a pre-NEET (not in employment, education and training). The next phase is a draft business model, market research, and market testing with objective of achieving a pilot course in the quarter two next year.

A Beex and P Corner asked for further information about market analysis and number of operators in the market. T Watts spoke to the floor that the project team was undertaking in depth research into the market and investigating options with potential partners.

Report from the Chair

The Chair addressed the AGM. Firstly, he would like to acknowledge the efforts of Victor and the teams at Wellington and Anakiwa.

G Faber commented the board was concerned about the continuing operating deficits of business although Anakiwa is virtually at capacity except in winter. Filling the winter courses was an ongoing issue despite putting in carpet and heat pumps and a smart offering of scholarships together with a trial of differential pricing. The board was very supportive of the more New Zealanders project as reflects the core principle of OB – better people, better communities, better world. In addition, the board has recognised the need to build the Foundation as 36% of revenue comes from scholarships funded by the Foundation and direct course supporters.

The board has been in the process of reviewing governance and had not been appointing new directors until the Director skills and attributes matrix was finalised. During the year Gavin Schiller and Fiona Mackenzie were appointed to the Trust board to fill casual vacancy positions. Gavin Schiller was appointed as the Health and Safety specialist and Fiona Mackenzie who had been on the Foundation board for two years was appointed to bring her expertise to the Trust board. G Faber acknowledged Glenys Coughlan who had to step down from the board due to illness. Finally, he thanked all Trust and Foundation board members who are a group of dedicated individuals who give time voluntarily.

Adoption of the Annual Report:

That the 2019 Annual Report be accepted.

Moved: H Fletcher / Seconded: D Tibby

Adoption of 2019 Financial Statements with the Auditor's Report:

T van Dijk presented a report on the financial statements for 2019.

That the 2019 Financial Statements with the Auditor's Report be accepted.

Moved: T Watts /Seconded: D Tibby
Carried.

Confirmation of Auditor:

That Grant Thornton be reappointed for the 2020 year.

Moved: H Sumpter / Seconded: M Adams
Carried.

Special Business

Adoption of New Constitution:

G Faber spoke to the new constitution. He noted this process started in 2017 with the specific objective to identify the constitution's fitness for the organisation's current and likely future needs and to identify any changes that would further improve the strength of the organisation. The initial review was presented to the Members Council in mid-2018 with a constitution discussion document presented at the 2018 AGM for feedback. A wide range of feedback was received by January 2019 and the board took this into consideration with this final constitution.

Recently, the alumni section was removed from the constitution as it was identified that the organisation did not have the appropriate structure to manage alumni representation. The Governance committee recognised some members were unhappy about these changes and a new clause was inserted to appoint two members at large to the Guardians. It is anticipated that this clause will be modified once an Alumni/membership structure is in place. G Faber thanked T Hancock, G Lanning, MC members and all those who submitted for the time they had put into reviewing the constitution.

G Faber noted the role of the Guardians was retaining those people of significant OBNZ experience and wise council within the organisation and to provide a check and balance of governance. He had contacted all the previous honorary Guardians, except Julie Jones, but all declined to part of the Guardians except Brien Mahoney.

Finally, he noted that there were some minor typographical errors with the document presented to the AGM that needed correcting.

Tracey Hancock agreed an alumni organisation had to be developed in conjunction in Wellington office.

S Clarke raised the question how the Guardians would provide a check and balance on the board. It was noted that the Guardians must meet physically once a year and provided with all minutes of board meetings. The current Chair and representative from the Foundation are included in their makeup to ensure current knowledge is on hand to answer questions. An amendment to the constitution was proposed that the directors may not form a majority of the Guardians. This is the intent in the document but the wording will be expanded to more clearly reflect this.

That the revised constitution be adopted with amendments to minor typographical errors and that board of directors may not form a majority of the Guardians

Moved: A Smith / Seconded: D Tibby
Carried.

The board noted thanks to Simon Collett from Holland Beckett for doing all the work on the constitution pro bono.

Election of Guardians

The following people were appointed as Guardians: Sir David Levene, Dave Tibby, Brien Mahoney, Andrew Smith, John Patterson, D Hubbard, Bruce Cardwell and Grant Faber

Moved: H Sumpter / Seconded: B Bolton-Roger
Carried.

It was agreed that the process to appoint the two members to the Guardians would be to circulate a call for expressions of interest from all members. The expressions of interest must be received by mid-December.

General Business:

Kurt Hahn Award

G Faber congratulated John Patterson who has been awarded the Kurt Hahn Award for his long period of service to Outward Bound.

Other Business

G Faber noted that Outward Bound New Zealand had agreed to host the Outward Bound International conference in October 2021. This conference would be the start of celebrations for 60 years of Outward Bound in New Zealand. The focus of the 60 year celebration would be more internal than the 50 year celebration with a strong focus on reconnection to our network.

Meeting closed at 10.30am.

CERTIFIED AS BEING A TRUE AND CORRECT RECORD.

CHAIRPERSON

DATE