

#### PRESENT

Margaret Halsmith, David Watt, Rowena McNally, Fiona Hollier, Philip Argy, Rosemary Howell, Alysoun Boyle, Alan Field, Elizabeth Picker, Martin Philip, Naomi Holtring, Lynora Brooke, Pam Richards, Fran Doyle, John Ireland, Neile Robinson, Gerald Raftesath, Janina Veri, Laurence Boulle, Peggy Lim, Jean-Marcel Malliaté

#### IN ATTENDANCE

Belinda Cachia, Sue Ahyee, Brian Decelis

#### APOLOGIES

Michael Hyde, Sandy Policansky, Rosemary DuPont, Jonathan Smith, Sandra Walden Pearson, Alan Limbury, Phillip Hart, Chris Pitts, Jeanette Kinahan, Victor Berger, Yula Blecher, Angela Bowne SC, Mieke Brandon, Charles Brannen, Simon Carroll, Dr Robyn Daskein, Sue Duncombe, Ibrahim Elkojje, John Fisher, Pamela Gilbert, Ian Govey, Maria Graham, Michael Heaton SC, Johanna Jaireth, Hon Michael Kirby AC, Michael Klug, Victor Konijn, Stephen Lancken, Susan Martin, Janice McLeay, Ian Miller, Andrew Morrison, Allan Myers, Ian Nosworthy, Chris Phillips, Anita Saleeba, John Searle, Jennie Shaw, Lindsay Smith, Judge Stevenson, Moira Taylor, Ralph Unger, Tiruvarul Vallal, Maartje Van-der-Vlies, Winona Wawn, Rhonda Whitfield, Russell Thirgood, Mark Beech, Jon Everest

The meeting commenced at 5.50 pm. The Chair, Margaret Halsmith, declared a quorum.

#### 1. WELCOME

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The Chair warmly welcomed members to the Annual General Meeting of Resolution Institute.

The Chair introduced current Directors in attendance at the meeting as

- David Watt, Treasurer
- Rowena McNally, Immediate Past President
- Rosemary Howell

and invited members to sign the attendance register and to record apologies.

The Chair explained that Resolution Institute had received 16 proxies for voting at the meeting, 14 of which were directed to the Chair for the 4 motions proposed.

It was noted a scrutineer, Belinda Cachia, was present if required.

#### 2. MINUTES OF ANNUAL GENERAL MEETING HELD ON 26 NOVEMBER 2015

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The minutes of the Annual General Meeting held on 26 November 2015<sup>1</sup> were taken as read.

**Motion 1:** *That the minutes of the Annual General Meeting of Resolution Institute, held 26 November 2015<sup>2</sup> be confirmed as a true and correct record of that meeting.*

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<sup>1</sup> Amended from "2016" to "2015" as per motion at 2017 AGM.

<sup>2</sup> Amended from "2016" to "2015" as per motion at 2017 AGM.

Moved Rowena McNally, seconded Elizabeth Picker. CARRIED.

### 3. MATTERS ARISING OUT OF MINUTES

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No matters arising from the Minutes were raised.

### 4. REPORTS

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The Chair proposed a suspension of standing orders so that all four reports could be given. Questions and comments would be invited, and then there would be a single resolution to accept the Report of the Chair, the Financial Statements, Directors' and Auditors' Reports and Directors' Declaration for 2016 and the Report of the CEO. This single motion would replace the three motions listed on the Agenda. The meeting indicated agreement with this process amendment.

#### *4.1 Chair's report and tabling of Chair's Report*

The Chair drew members' attention to the availability of her written report both at the meeting and in the forthcoming *Annual Report*. She emphasized that the *Annual Report* is a credit to members, staff, the Board and all supporters of Resolution Institute. The Chair noted the immense amount of work and achievement of the past 12 months in moving beyond the integration period into a phase of building an influential organisation. She drew on research about the not for profit sector. She noted that the NFP sector is sometimes referred to as the third sector, the focus of which is influencing a 'civil society'. (In this model, the first sector is government and the second is business.) The Chair also commented on the importance of and the increase of recognition of the Resolution Institute brand.

The Chair acknowledged:

- Members who have an important role in spreading the brand, ideas and culture of the organization and who have an effect on lives
- State Chapter and SIG committees for their hard work
- Staff who are dedicated and bring balance and well-roundedness to the organisation
- The Board who are a wonderful collection of individuals, a cooperative and forward thinking group and work cooperatively to decide by consensus
- The CEO, Fiona Hollier, who has been supported by executive members Catherine Cooper and Ellie Pietsch, and the Leadership Team.

#### *4.2 Honorary Treasurer's report including discussion of the Statutory Accounts, Directors' and Auditor's Reports*

The Treasurer, David Watt, noted that after two years of blended IAMA and LEADR accounts, we are now moving to the next phase of financial operation as Resolution Institute. He reported that even though the financial result for 2016 was a deficit, this had been expected when the Board set out 18 months ago to budget and plan for the future.

The Treasurer identified as a key factor in the end-of-year result had been the downturn in training program revenue, particularly in the first half of 2016. He reported that the Board had looked at what was happening in the market to have an effect on this downturn, and noted the backdrop of the prolonged Federal election economic uncertainty in February and March of 2016. The Treasurer noted this appeared to be a short term challenge and that in the current 16/17 financial year, training revenue was better than breakeven and the demand for training is currently back to previous levels.

The Treasurer outlined 2016 highlights as:

- Membership revenue increased by 8% year to date
- NZ Restorative Justice revenue stream commenced with great results

- Expansion of the 13-15 Bridge Street Sydney premises to increase capacity for events and meetings
- Special projects – the Board will continue to reinvest members funds into added value projects
- Financial Plan development and implementation provided focus and clarity.

The Treasurer thanked the CEO and her team, and especially noted the work of Finance Officers, Robert Grima and Gerry Westhuis who are diligent and committed.

#### *4.3 Chief Executive Officer's report*

The CEO, Fiona Hollier, explained that the *Annual Report* is expected early December. She noted it includes her CEO report and has information on key result areas upon which the CEO reports to the Board. The CEO discussed that the resolution of disputes has been the starting point for Resolution Institute. The new name is acknowledgement of the wider potential application of collaborative decision making in a range of circumstances. The CEO advised this past year has seen a continued focus on the quality of grading and accreditation processes as well as an increasing awareness of the needs that our members have to support the development of their own businesses. We anticipate in 2017, placing greater emphasis on business growth and practice management skills for our members.

The CEO expressed her thanks to:

- Staff members and their continued dedication. She particularly acknowledged Brian Decelis, Belinda Cachia, and Sue Ahyee for attending the AGM
- General Managers, Catherine Cooper and Ellie Pietsch for their on-going support and robust discussions
- The newly formed Leadership Team demonstrating an increase in senior staff collaboration
- The Board for their valuable insight into issues raised and high level of voluntary effort
- The Treasurer, David Watt, for mentoring and guiding with regard to finances
- The Chair, Margaret Halsmith for her critical commentary. The CEO noted the importance of the interactions with the Chair and reported on the frank and fearless discussions that she and the Chair enjoyed.

The CEO concluded by thanking Rowena McNally for her vision and incredible energy in championing the integration of LEADR and IAMA.

#### *4.4 Comments and questions from members about the Reports*

A member thanked Resolution Institute for its support of the Mediator Standards Board and sought clarification of the Treasurer's report. He enquired about the downturn in training revenue along with a miscellaneous item under 'other' indicating a \$107,000 negative adjustment. The Treasurer responded and advised that these losses represented cyclic revenue streams such as the University of Adelaide Arbitration course along with non recurring items.

A member inquired regarding the increase in nominations income. The Treasurer responded that this was due to closer dissection of revenue, more focused accounting and also the increased nominations activity undertaken this financial year.

A member asked the CEO about the nature and number of nominations for mediators. The CEO advised that nominations are made under a set of criteria approved by the Board. She

advised that nomination of mediators represents a very small proportion of the overall amount of nominations by Resolution Institute. She advised the main areas of nominations are for adjudicators under Building and Construction Industry Security of Payment schemes in different state jurisdictions and that other nominations are offered as a service to the public, when there is a dispute about the appointment of a DR practitioner. These usually result from the activation of dispute resolution clauses in contracts and are mostly nominations for arbitrators and expert determiners.

**Motion 2:** *That the 2016 Chair's Report, the Financial Statements, the Directors' and Auditors' Reports, the Directors' Declarations for 2016 and the 2016 CEO's Report be accepted.*

Moved Philip Argy, seconded Peggy Lam. CARRIED.

## 5. GENERAL BUSINESS

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No General Business was raised.

## 6. VOTE OF THANKS

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The Chair thanked Rowena McNally on behalf of everyone and announced that a meeting room on Level 1 at 13-15 Bridge Street will be named in her honour. It was noted that Rowena was instrumental and influential in the merger of IAMA and LEADR and held a “we will and we can” vision for the future.

There being no further business the Chair declared the meeting closed at 6.47 pm.

Signed as a true record

Chair:

Date:

### Special Presentation – Rowena McNally

Please see attached speech tabled. Rowena spoke about her retirement from the role of Immediate Past President and discussed the merger between IAMA and LEADR. She described her positive relationship with the Chair and their joint approaches to their respective Boards to approve the merger. Rowena noted that it was only 24 months since the merger of both organization was approved by member on 10 November 2014 and noted the consolidation of resources and activities in that time, along with improved member services. She urged members for continued support and participation to allow Resolution Institute to reach its full potential.