

Minutes of the Annual General Meeting (AGM) of Resolution Institute

ABN: 69 008 651 232

Held on 19 November 2018

At Level 1, 13-15 Bridge Street, Sydney and by ZOOM web conference



Present (Level 1, 13-15 Bridge Street, Sydney)

Gary Ulman (Chair)	Margaret Halsmith	Jennifer Scott
Sarah Blake	Joe Harman	Trevor Slater
Philip Argy	Philip Hart	Russell Thirgood
Mieke Brandon	Nicholas Longley	Ben Thomas
Lynora Brooke	Janice McLeay	John Vohralik
Jeremy Bluhm	Elizabeth Rosa	Hayden Wilson
Catherine Davidson		

Present (ZOOM web conference)

Robert Beck	Ellie Pietsch
Fran Doyle	William Pryor
Ian Govey	

In attendance

Fiona Holler CEO	Hayley Jarick GM (AUS)
Deborah Gillon (Minute taker)	Catherine Cooper GM (NZ)

Apologies

Siddharth Soin (Treasurer)	Cristy Dieckmann	Terence O'Riain
Michael Heaton QC	Victor Konijn	Paul Synnott
Alan Limbury	Rosemary Howell	Lynette Edwards
Chris Pitts	Jeannette Eid	

The meeting commenced at 5.45 pm. The Chair, Gary Ulman, declared a quorum present.

1. WELCOME

The Chair warmly welcomed all members both present in the room and attending via web conference, to the Annual General Meeting of Resolution Institute. The Chair also welcomed in particular Judge Joe Harman, Past Chairs Margaret Halsmith and Michael Mills, CEO Fiona Hollier and staff present in the room.

The Chair introduced Directors at the meeting: Sarah Blake, Margaret Halsmith, Trevor Slater, Russell Thirgood, Ben Thomas and Hayden Wilson. The Chair noted that Director and Treasurer, Siddharth Soin, was not able to be present because of a family matter.

The Chair invited members in the room to sign the attendance register and to record apologies.

2. MINUTES OF ANNUAL GENERAL MEETING HELD ON 30 NOVEMBER 2017

The minutes of the Annual General Meeting held on 30 November 2017 were taken as read.

Motion 1: That the minutes of the Annual General Meeting of Resolution Institute, held Monday 30 November 2017 be confirmed as a true and correct record of that meeting.

Moved Philip Argy, seconded Janice McLeay. CARRIED.

3. MATTERS ARISING OUT OF MINUTES

Jeremy Bluhm informed the meeting that he had sent the letter about the increase in fees to the Board in early 2018 as he had indicated he would at the last Annual General Meeting. Jeremy acknowledged that he had received a response from the Chair. Jeremy indicated that he would send a similar letter to the Board in early 2019. He expressed his hope that the Board would consider carefully raising fees again, as in his opinion, the fees are already significant. The Chair assured Jeremy that the Board would welcome a letter from him and that the Board will consider fees very carefully.

4. REPORTS

4.1 Chair's Report

The Chair, Gary Ulman was pleased to deliver his first annual report as Chair of Resolution Institute¹. The Chair reported that the year had been very busy and productive, highlighting a range of events that have taken place and projects underway.

The Chair acknowledged people whose contribution to Resolution Institute has helped make possible the level of service provided to members or who, through their work, have enhanced the image and reputation of the organisation. These included the Ambassadors, Ian Govey AM and Annabel Shaw, the Patrons, Sir Laurence Street and Sir Ian Barker QC, former Board members, Mark Beech, Jeanette Kinahan and Alysoun Boyle as well as Carol Powell who was this year awarded Honorary Life Membership. The Chair also acknowledged the work undertaken by the Chapter and Special Interest Group Committees.

The sad passing of Sir Laurence Street AC QC was a sad time for all who knew him. For many years he was a Patron and life member of Resolution Institute. The Board acknowledges the enormous legacy of Sir Laurence Street.

The Chair was delighted to be able to record that the Honourable Wayne Martin QC has agreed to become the next Resolution Institute Ambassador.

The Chair thanked the CEO and her staff for their work noting in particular accountants Robert Grima (Aus) and Geri Westhuis (NZ). The Chair added his thanks to Treasurer, Sid Soin for the excellent 2018 financial results, which were ahead of budget expectations.

The Chair thanked current Board members and the staff under the leadership of the CEO, Fiona Hollier, for their efforts and their support. Finally, the Chair expressed his best wishes to all for the festive season and the year ahead.

4.2 Honorary Treasurer's Report including the Statutory Accounts, Directors' and Auditor's Reports

In the absence of the Treasurer, Siddharth Soin, the Chair read out the Treasurers Report². The Report highlighted the 2017-18 financial performance of Resolution Institute which had resulted in a profit of \$46,585. This is an outstanding result particularly when compared to the 2018 budgeted profit of \$18,111, and a \$136,040 turnaround from the operating loss of \$90,455 in 2017.

The result is largely due to financial results higher than budget for membership fees, restorative justice project work in New Zealand, the 2017 conference run in NZ, and training and assessment income. As well, significant savings were made by implementing short term corrective measures in staff salaries (largely the non-replacement of staff) and diligent monitoring by the management team which saw overall expenses including promotional contingency, staff travel, and general office expenses lower considerably reduced in comparison with the 2016-17 year.

A significant development relates to the strategic investment with BT Financial Group (Westpac's Wealth Management arm) of \$750k. Like any organisation, Resolution Institute needs surplus funds and cash flow to roll out our training and education programs and achieve its long-term goals. The investment is to be

¹ This Report is published in full in the 2019 Annual Report p 6-8

² This Report is published in full in the 2019 Annual Report p 16 -17

considered in the light that it represents a long term, patient investment.

An ongoing review of the trust account as member service showed disproportionate expense to maintain the trust account for a relatively small number of users (on average about 30 per year) and even a smaller number of regular users (3-5 per year). After careful consideration of member usage and the risks associated with the operation of the Trust account the Board decided to close it.

Audit for 2017-18

The auditor, RP Campbell Associates Pty Limited, has completed its audit of the financial statements for the year ended 30 June 2018 and has issued an unqualified audit opinion. The subsequent audit management letter contained nothing material to bring to the Board or Management's attention.

Outlook for 2018-19

The outlook for 2018-19 continues to provide challenges to balance member service provision with achievement of a sustainable operating margin for future investment. Budget expectations are for a small operational loss of \$17,000, and a breakeven position after adding back non-cash items.

As always, the Board will continue to adopt a prudent approach to the financial management of the Resolution Institute.

In closing, the Treasurer acknowledged the efforts of the Resolution Institute CEO and her team in both the Wellington and Sydney offices to achieve the financial results which enable Resolution Institute to continue providing services for members that encourage excellence in Dispute Resolution delivery.

4.3 Chief Executive Officer's Report

The CEO, Fiona Hollier provided highlights from her Report³. The CEO described the way in which Resolution Institute leads excellence in continuing professional development, accreditation, publication of *Pulse* and other information emails, training and assessment and advocacy. Resolution Institute is pleased to be the voice for members in submitting responses to government inquiries, based on member input through surveys when time permits. The CEO added to the projects already mentioned by the Chair and the Treasurer, the launch of the new website.

The CEO expressed her thanks to the many law firms that have provided venues and catering for continuing professional development events. The CEO thanked staff for their diligence and good humour, the General Managers for their initiative and support and the Board for its guidance. In particular, the CEO thanked the Treasurer, Sid Soin for his expertise in managing the finances of the organisation and the Chair, Gary Ulman for his ready availability and his wise counsel. Finally, the CEO expressed to those present and to all members her best wishes for the festive season and the coming year.

4.4 Comments and questions from members about the Reports

There were no comments made or questions asked.

Motion 2: That the 2018 Chair's Report, the 2017-2018 Financial Statements, the Directors' and Auditors' Reports, the Directors' Declarations and the 2018 CEO's Report be accepted.

Moved Jennifer Scott, seconded Margaret Halsmith. CARRIED.

5. SPECIAL RESOLUTIONS

Members made the following comments and asked questions about the proposed amendments to the Constitution as follows:

- Jennifer Scott asked what the maximum term of election of Directors is. The Chair answered that the term is 2 years, with the potential to be re-elected for another term. There is no limit on number of terms.
- Jeremy Bluhm commented that the requirement for the Notice of the Annual General Meeting is 21 days prior to the meeting (as per Constitution). This does not appear to allow sufficient time to collate and prepare information about nominees for an election of Directors. The Chair noted that the Constitution records the minimum time allowed and does not prevent the Board from allowing more time when

³ This Report is published in full in the 2019 Annual Report p 20-23

appropriate. The Chair asked Hayden Wilson to comment. If there are proposed amendments to the Constitution in 2019 Hayden suggested that significantly more notice could be given.

- Jeremy also asked what is the process for the Board to replace the three board members who had resigned. The Chair explained that the Constitution provides for the Board to add up to another six members to the Board. The CEO added that Constitution also requires that casual vacancies are replaced in line with the geographical spread required in the Constitution. In meeting these provisions, the Board considers the current skills needs and other diversity factors when it makes an appointment.

Motion 3: That the proposed amendments to clauses 5.3 (Quorum at general meetings), 5.5 (Decisions at general meetings), 5.6 (Voting rights), 5.7 (Proxies including the addition of a proxy form), 6.3 (Directors), 6.4 (Election of directors), 6.6 (Office bearers), as marked up in the Resolution Institute constitution attached, be approved.

Moved Mieke Brandon, seconded Philip Argy. CARRIED.

6. GENERAL BUSINESS

Philip Argy raised a question regarding the expected completion of the refurbishment of the lifts in the Sydney Office. The Chair advised that the lifts are scheduled for completion in February.

Judge Joe Harman, having undertaken research work for the Attorney General's office, stated that Resolution Institute is the peak representative body of mediators and particularly Family Dispute Resolution Practitioners in the country, representing 50% accredited FDRPs, with the next organisation being in the single digits. He considers that this positioning of Resolution Institute, particularly in the light of its financial strength, does the organisation proud and the members proud. He applauds the organisation and looks forward to a very exciting 2019 both here in Australia and New Zealand.

7. VOTE OF THANKS

The Chair made special mention that Margaret Halsmith, Past Chair was attending her last Annual General Meeting as a Board member. The Chair noted the enormous contribution that Margaret had made while on the LEADR/Resolution Institute Board, including 10 years as Chair. The Chair particularly thanked Margaret for her support and for remaining on the Board for an additional year to assist him with the transition. The meeting gave Margaret a standing ovation.

8. CLOSE

There being no further business, the Chair invited meeting attendees to remain to join Resolution Institute for the launch of two books and declared the meeting closed at 6.50pm.

Signed as a true record



Gary, Ulman
Chair

Date 25 November 2019