

## Attachment 1: Minutes of the Annual General Meeting (AGM) of Resolution Institute

Held on 25 November 2019 at Level 1, 13-15 Bridge Street, Sydney  
and via Zoom Web Conference  
ABN: 69 008 651 232



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

Gary Ulman (Chair)	Steve Lancken
Jim Baillie	Janice McLeay
Lynora Brooke	Chris Pitts
Margaret Halsmith	Siddharth Soin
Philip Hart	Tim Sullivan
Michael Hyde	Ben Thomas
Joanna Kalowski	

### Present (ZOOM web conference)

Mieke Brandon  
Raj Chidambara  
Donna Ross  
Simon Roughton  
George Statuopoulos

### Staff in attendance

Amber Williams, Chief Executive Officer  
Fiona Hollier, Immediate past Chief Executive Officer  
Deborah Gillon, Executive Assistant  
Philip Millen, Member Engagement and Systems Analyst  
Trevor Slater, General Manager NZ  
Robert Grima, Corporate Services Manager  
Seema Parekh, Learning & Accreditations Manager

### *Role at meeting*

Minute-taker and catering  
AV coordinator  
Online video conference operator

### Apologies

Mieke Brandon	Peggy Lim
Kristen Cooper	Peter Mathie
Joe Harman	Rowena McNally
Hanna Jaireth	Judge Chris Stevenson
Victor Konijn	Hayden Wilson
Shirli Kirschner	Cecily Zhu

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

### WELCOME

The Chair opened the meeting by acknowledging the traditional owners of the land, the Gadigal people of the Eora nation.

The Chair warmly welcomed all attendees both present in the room and attending via web conference, to the Annual General Meeting of Resolution Institute. The Chair also formally welcomed Past Chair, current luminary and life member Margaret Halsmith, new CEO Amber

Williams, former CEO Fiona Hollier, past and present Board members, Resolution institute staff members in Sydney and from Wellington. He then invited members in the room to sign the attendance register.

#### MINUTES OF ANNUAL GENERAL MEETING HELD ON 19 NOVEMBER 2018

The minutes of the Annual General Meeting held on 19 November 2018 were taken as read.

*Motion 1:* That the minutes of the Annual General Meeting of Resolution Institute, held Monday 19 November 2018 be confirmed as a true and correct record of that meeting.

*Moved Janice McLeay, seconded Margaret Halsmith, CARRIED.*

#### MATTERS ARISING FROM THE MINUTES

None

#### REPORTS

##### 4.1 Chair's Report

The Chair, Gary Ulman was pleased to speak to his annual report included in the papers provided. (Please see pages 8-11 of the [Annual Report 2019 >>](#))

The Chair reported that the organisation is in sound financial health. He then reported on significant highlights such as:

- the launching of the new website.
- the introduction of the first benchmark member satisfaction survey in 2018 which yielded a positive net promoter score giving us feedback that the organisation was on the right track even though there is still scope for improvements, which is, of course a focus for the Board's attention.
- the introduction of an online election for Board members.
- the high level of activity of the professional development groups in organising professional development sessions.
- active advocacy in responding to government inquiries.
- sponsorship of awards and prizes in dispute resolution related competitions. The Chair acknowledged all winners of the awards for their achievements, including those from student competitions in schools and universities. He particularly acknowledged Michael Klug Awardees Sarah Blake in 2018 and Wayne Marriott in 2019. (Michael Klug was a founder and is a current luminary of the organisation.) The Chair also noted that we are pleased to see the Australasian Law Awards are continuing to present the Arbitrator of the Year and the Mediator of the Year Awards in both Australia and New Zealand, as a result of Resolution Institute sponsorship. Recipients of these Awards for 2018 and 2019 were congratulated.
- sponsorship the National Mediation Conference 2019 held in Canberra this year, which is a significant vehicle for dispute resolver networking and professional development.

Turning to the people whose efforts underpin the strength of the organisation, the Chair made the following comments:

- CEO Fiona Hollier was farewelled. Fiona's vision and incredible passion over 13 years had steered Resolution institute to where it stands today. The Chair thanked Fiona, present at the meeting, most sincerely for her services to Resolution Institute and wished her well as she embarks on the next chapter of her career.
- New CEO Amber Williams, also present, and who commenced the role on 18 November was welcomed. Amber was the CEO of the Law Enforcement Conduct Commission and prior to that the Chief Human Resources Officer of the NSW Department of Justice. Amber brings to

Resolution Institute impressive leadership skills and on behalf of the community of professional dispute resolvers and on behalf of all members the Chair wished her well in her position as CEO.

- there have been a number of staff changes within the organisation with the resignation of the former General Managers Hayley Jarick AUS and Catherine Cooper NZ. The organisation's ranks have been strengthened with the appointment of Trevor Slater (former Board member) as General Manager of New Zealand and a new Marketing Manager, Amanda Dollman to underline our efforts boosting Resolution Institute's brand and social media presence. The Chair thanked the Management team, Robert Grima, Seema Parekh and Amanda Dollman who took on senior management responsibilities after the resignation of the General Managers. They have done a fantastic job which is a credit to them.
- our Professional Development chairs and members commended for their outstanding work, and as were the trainers, presenters, coaches, facilitators who have so generously contributed their time and effort to support our accreditation services. The venue sponsors were also acknowledged for having generously offered their premises to host PDG events and the partners and staff of Clayton Utz were thanked for providing monthly case notes to *Pulse* magazine.

The Chair concluded by acknowledging current and former colleagues on the Board, Vice Chair Hayden Wilson, Treasurer Sid Soin, and members Sarah Blake, Russell Thirgood, Trevor Slater, Ben Thomas, Ceinwen McNeil and Margaret Halsmith who have dedicated on a voluntary basis their time and energy to the organisation. On behalf of all members, the Chair thanked them most sincerely for all they have done.

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

Details of the Treasurers Report can be found on pages 31-31 of the [Annual Report 2019 >>](#) and the [Annual Statutory Financial Accounts >>](#) as at 30 June 2019.

The audit has been carried out by RP Campbell & Associates and has been completed with no major issues with an unqualified audit opinion. The Treasurer thanked the Audit and Risk Committee particularly Trevor Slater who put together a risk register on what risks we faced and how to deal with them which was looked on favourably by the auditors.

The June 2019 end of year result was an outstanding result success yielding a surplus of \$194,447. The financial health check as at 30 June 2019 shows the organisation to be in a sound financial position that will ensure investment will continue to provide the best outcome for its members. The Treasurer thanked the staff team, noting particularly the CEO Fiona Hollier and Corporate Services Manager, Robert Grima who through their diligence have provided to the Board the information needed for the organisation to be where it is today.

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

The former CEO, Fiona Hollier spoke to her report included on pages 12-13 in the [Annual Report >>](#). Fiona acknowledged normally the current CEO, now Amber Williams, would present the CEO Report. As Amber had only commenced in the role a week before the AGM, Amber and Fiona had agreed that on this occasion, it was appropriate that the former CEO speak to the Report. Fiona thanked Amber for so graciously accommodating this.

The former CEO commented that her report focuses on change which she considers to be a defining aspect of the CEO role. While it is essential to acknowledge and build on the strengths of the past, it is also important for the future sustainability of the organisation to consider strategic questions about where the organisation will be in the future. In what ways is the dispute resolution landscape is changing? How is the broader community in which dispute resolution services are offered evolving? In what ways are the needs of members changing? What opportunities are presenting

themselves and what programs and services can we expand or build? Fiona encourages change, as staff will testify and fully expects the new CEO will make changes. Fiona is looking forward to Resolution Institute, in response to the changing context and needs of members, being different in 12 months, in 5 years and in 10 years. Fiona added that she has been delighted working and travelling with the new CEO during the transition period and is feeling extremely confident in stepping out of the role as the future looks exciting in the hands of the new, very competent CEO Amber Williams.

It is only 4 short years since LEADR integrated with IAMA, only 12 months after integrating with LEADR NZ. During this period the organisation has grown across the Tasman and across Australia to become the major membership organisation in the region. The former CEO commented that Resolution Institute can be very proud of this achievement and that the Council of IAMA and the Board of LEADR deserve congratulations for their foresight.

The *CEO Report* details significant achievements of 2019, including the new website, the member benchmarking survey and other items already commented on by the Chair. The focus on internal processes such as moving our accounts to MYOB online, transferral to Office 365 and extensive policy developments relating to the risk register, delegations, cyber security and related party transactions are already leading to more seamless and efficient operations.

The former CEO commented on the growth that has occurred during the tenure of the current Board, including the surge in the last six months (not detailed in report for 2018 -2019 financial year) of in-house training for government and private sector organisations. This surge, together with steady growth in nominations, puts Resolution Institute well ahead in the 2019-20 budget. Pleasingly, this is a strong situation for a new CEO to be entering.

The former CEO extended her thanks to staff. Fiona considers herself to have been extremely fortunate to have worked with a team based in Sydney and Wellington, who are dedicated to making a difference.

Fiona also thanked members for their commitment and goodwill. Fiona's primary memory is that members believe in the work they do and are drawn to it because they know they are helping to redefine the way justice is understood and is delivered in our community.

Fiona commented that she has felt honoured to work with very able, committed and varied Boards (6 in total), who have shown significant support to the CEO and staff. In particular, Fiona thanked:

- each of the Chairs, Michael Mills (LEADR), Margaret Halsmith (LEADR and Resolution Institute) and the current Chair, Gary Ulman. Each has given her wise counsel and active support, demonstrated high levels of integrity and made themselves available often at short notice.
- the Treasurers, Siddharth Soin and David Watt, for their support and the financial expertise and independence they brought to their roles.
- mediation trainers Joanna Kalowski and Sue Duncombe and coach, Alan Ogg, who introduced Fiona to LEADR through the excellent mediation training they provided in about 1999.
- member, luminary and one of the founders of LEADR, Gerald Raftesath for his wise insights, his corporate knowledge and sound suggestions on ways to proceed particularly early in her tenure.
- members, Rowena McNally and Tim Sullivan. Rowena, as the President of IAMA, brought her energy, vision and support of the CEO to the integration of LEADR and IAMA; Tim, also a former IAMA member and councillor, has been a wise and willing source of guidance particularly in relation to adjudication and nominations issues to both her and the nominations staff team.

Finally, Fiona thanked members and the staff for making her last 13 years a pleasure and for giving

her the opportunity for very fulfilling work.

Member, Steve Lancken, thanked Phillip Hart (Fiona's partner), for the tremendous support he had given to Fiona and the considerable contribution he made to a variety of projects particularly in the early years of Fiona's time with the organisation. Fiona thanked Steve for this acknowledgement and warmly added her own thanks to Phillip.

#### **Report from new CEO, Amber Williams**

The new CEO introduced herself and complimented the Board, the former CEO and the staff team for the strong position that the organisation has established. Amber commented that she feels pleased to be joining Resolution Institute at this time when there are so many positive possibilities ahead. Amber also commented that she feels fortunate to have had considerable time with the former CEO during the transition and thanked Fiona for sharing her wisdom. Amber said that she is excited to take over the helm, to get to know members, to work with the staff and with the Board to design the strategy for the future. Amber expressed her thanks to Chair, Gary Ulman for his time and insights and for being instrumental in her accepting the role of CEO. Amber concluded by saying how much she is looking forward to working with everyone involved in Resolution Institute over the coming years.

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

Steve Lancken asked the Treasurer whether any profit analysis had been done on the four heads of income, noting for example, that there are three staff members allocated to nominations. The Treasurer responded that the Board considers such questions as part of its review of the financial accounts, in particular of the sources of revenue. Over the last two to three years, salaries have been allocated as a cost against revenue. The figures included in the financial reports are net of salaries and other direct costs. In the case of nominations, the salary costs include the total costs of two part-time staff members dedicated to nominations and a proportion of costs of other full-time staff members who only allocate part of their time to nominations.

Steve asked a follow-up question about how trainers of Resolution Institute training courses are appointed and contracted to do their work. Steve commented that he does not recall seeing an expression of interest to conduct training for Resolution Institute. The Treasurer invited the former CEO to comment. The former CEO said Resolution Institute has considered that because training courses are held in very high regard and contribute significantly as a revenue source, review of the current training team has not been considered to be an area of high priority. Attention was given to this matter at the strategic planning discussions of 2016 where it was decided to focus courses on those that lead to threshold accreditation and not to run related courses that may compete with those run by our members. How trainers are sourced and transition for delivery of our courses in the future is a matter for future consideration; realistically, the current situation is not likely to change within the next 12 months. The former CEO commented that it is appropriate that Steve raised this question (as has been done in the past), as staff members present have heard these comments and can include consideration of them in any changes to training in the future.

*Motion 2: That the 2019 Chair's Report, the 2018-2019 Financial Statements, the Directors' and Auditors' Reports, the Directors' Declarations and the 2019 CEO's Report be accepted.*

*Moved Steve Lancken, seconded Chris Pitts. CARRIED.*

#### **SPECIAL RESOLUTION**

Please see Attachment 1 for a copy of the amendments to the Constitution to which Motion 3 refers.

*Motion 3:* That the proposed amendments to clauses 6.3 (Directors) and 6.6 (Office Bearers), as marked up in the extract of the Resolution Institute Constitution in the above-mentioned attachment, be approved.

*Moved Tim Sullivan, seconded Steve Lancken. CARRIED.*

#### DECLARATION OF RESULTS OF THE ELECTION OF THE BOARD OF DIRECTORS

The Chair declared each of the following members elected to the Board in accordance with the diversity requirements of Clause 6.4 (f) of the Constitution:

Lesley Ashworth  
Mieke Brandon  
Deborah Dunn  
Julia Hennessy  
Michael Hyde  
Karene Primrose  
Toby Shnookal  
Russell Thirgood  
Ben Thomas

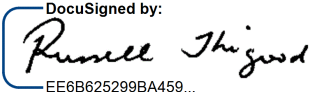
#### VOTE OF THANKS

The Chair expressed a vote of thanks, on behalf of members, to all those involved, particularly staff, for organising a seamless and smoothly run AGM.

#### CLOSE

The Chair declared the meeting closed at 6.56pm.

Signed as a true record

Chair  EE6B625299BA459...

Date 17/2/2021

## Attachment 1: the Constitution with amendments highlighted

**6.3 Directors**

- a) The Board will consist of at least six (6) and not more than fifteen (15) Directors:
  - i. At least four (4) and up to nine (9) of these will be Members of the company elected by the Members in accordance with clause 6.4 who will hold office until the close of the second Annual General Meeting following their date of appointment but, subject to clauses 6.3(b) and 6.7, shall be eligible for re-election.
  - ii. Up to six (6) of these may be appointed by the Board, selected on the basis of the contribution that they are able to make to the achievement of the Objects of the company.
- b) A director has a maximum tenure of six years and will not be eligible for re-election or reappointment as a director within three years after the expiration of that director's maximum tenure.
- c) Notwithstanding clause 6.3(a)(i):
  - i. At the Annual General Meeting to be held in 2020, one half of the elected directors (rounded down) who have served the longest in office must retire.
  - ii. If any two or more of the directors to retire under clause 6.3(c)(i) became directors on the same day so that the number of directors to retire is more than half, then if agreement cannot be reached as to which director or directors elected on the same day is or are to retire, the decision must be determined by any impartial person appointed by the Chair drawing out of a hat the name or names of the director or directors required to retire.
  - iii. For the avoidance of doubt and subject to clauses 6.3(b) and 6.7, a director retiring under clause 6.3(c)(i) shall be eligible for re-election or appointment.
- d) The Board may appoint a Member to the Board to fill any casual vacancy and if the number of Directors falls below seven, the Board must, within a reasonable time, appoint such additional Director or Directors as may be necessary to bring the total number of Directors up to at least seven, provided that if the number of Directors has fallen below five, the remaining Director or Directors may take no action other than to appoint an additional Director or additional Directors to bring the number of Directors up to at least five.
- e) In appointing a Director under clauses 6.3(a)(ii) or 6.3(b), the Board must ensure that in respect of each of five States or Territories there is a Director who has a principal place of business or residence in that State or Territory; and that in respect of New Zealand that there are

two Directors who have a principal residence or place of business in New Zealand.

- f) Any Director appointed by the Board will hold office only until the close of the next Annual General Meeting, but shall be eligible for reappointment by the Board.
- g) If the position of Chief Executive Officer becomes vacant, or if the Chief Executive Officer is unavailable for an extended period of time, the Directors may appoint a Director as managing director of the company for a period, and on terms (including as to remuneration), as the Directors see fit.

#### **6.4 Office bearers**

- a) The Chair, Vice-Chair and the Honorary Treasurer are the office bearers. These office bearers, or their delegates, comprise the Executive.
- b) The elected Directors will meet as a Board within **three** weeks of each Annual General Meeting, and will elect the Chair, the Vice-Chair and the Honorary Treasurer, who shall hold these offices until:
  - i. the close of the meeting held pursuant to this clause 6.6(b) following the next Annual General Meeting; or
  - ii. the date that is **three** weeks after the date of the next Annual General Meeting (whichever is earlier),

notwithstanding that those directors may not have been re-elected at the next Annual General Meeting.

- c) **If the term of office of a director expires during his or her term as an office bearer, the office bearer shall remain a director until the Board has elected office bearers under clause 6.6 (b).**
- d) Except as provided in clause 6.6(b), should any office bearer resign or be removed as a director during their term as an office bearer, the Board will meet as soon as practicable to appoint a replacement for that office.