

Youth Affairs Council of WA Special General Meeting Agenda



Wednesday 28th September 2022, 4.30pm
Spark Kindle Room, Foyer Oxford, 196 Oxford St, Leederville

Chair: Katherine Browne (Vice Chair)

Minutes: Matthew Tomich

In attendance:

Brian Wooller, Arbie Pattiselanno, Sharon Gough (individual + Indigo Junction), Clare Grealy, Katherine Browne, Andrew Hall (individual + PICYS), Gabriel Osborne, Zoe Malski, Locket Lee, Vik Jeyakumar (Anglicare WA), Sal Cleveray, Naomi Blitz

Apologies:

David van Ooran, Joshua Patrick, Elise Jorgensen, Jennie Burns, Chrissie Fearon

Proxies received:

Kim Brooklyn (Parkerville), Debra Barnes (SHQ), Celeste Stephens, John Thompson, Jude Sorenson, Ross Wortham, Shaun Mays (RISE Network), Georgie Carey, Steph Jackson, Donna Quinn, Louise Giolotto (WACOSS + individual), Kayleigh Ellis (City of Melville)

Item	Time	Details	Speaker
1	4.30pm	Acknowledgement to Country	Katherine Browne YACWA Vice Chair
2	4.35pm	Welcome and Overview of Meeting	Katherine Browne
3	4.40pm	Acknowledgements, Apologies and Proxy Votes Received Acknowledgements <ul style="list-style-type: none">Life Members: Andrew Hall and Brian WoollerBoard Members: Arbie Pattiselanno, Sharon Gough, Clare Grealy, Lockett Lee, Sal Cleveray and Naomi BlitzCEO Sandy McKiernan Apologies Received <ul style="list-style-type: none">Georgie CareyOther Board MembersJoshua PatrickJennie BurnsDavid Van Ooran	Katherine Browne
4	4.45pm	Constitutional Amendments <ul style="list-style-type: none">Briefing PaperConstitution Proposed Changes SummaryVote on Motions	Katherine Browne

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		<p>Motions went up beforehand.</p> <p>Amendments paper provides background on scope of this work. YACWA's had significant growth – growth in size, growth in regional areas. This process is about a review of the nomination process to strengthen governance and oversight for an expanded organisation.</p> <p>Board recognises risks of current Board area – new process is about ensuring adequate representation in terms of skills, experience, lived experience, sustainability, development, leadership; right mix of people who can provide the expertise that we need.</p> <p>Membership representation and voice is essential to composition of peak body governance – but there are still skill gaps on the Board which the voting process has struggled to address.</p> <p>Have been co-opting Board members for years to address skills gaps, but co-opted members lack voting rights.</p> <p>Board undertook scoping and research for new processes to recruit Board members but Constitutional change is ultimately the most effective way.</p> <p>New model would propose that of the 9 members on the Board, 3 are direct appointed, 6 are member-appointed. In any given year there are 2 member-appointed, 1 Board-appointed. No change to composition on the Board (ie young people requirement) and no change in total number of Board members.</p> <p>Board appointed directors would have full voting rights.</p>	
		<p>Motion 1: The YACWA Board proposes that a new Clause be added at 8.2.2 as follows:</p> <p>Proposed: Of the above positions, six (6) Board positions, including the two young people positions, will be elected by members (member-elected positions) and three (3) Board positions will be appointed directly by the Board (Board appointed-</p>	

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		<p>positions), as per the processes described in sections 8.4 – 8.7.</p> <p>FOR 22</p> <p>AGAINST 4</p> <p>Motion is passed.</p>	
		<p>Motion 2: The YACWA Board proposes that Clause 8.2.2 be changed as follows:</p> <p>Current: The Chairperson, Vice-Chairperson and Treasurer shall be appointed from within the Board by a Board resolution at the first Board Meeting following the Annual General Meeting <u>at which the Board is appointed.</u></p> <p>Proposed: 8.2.3 The Chairperson, Vice-Chairperson and Treasurer shall be appointed from within the Board by a Board resolution at the first Board Meeting following the Annual General Meeting.</p> <p>FOR 25</p> <p>AGAINST 0</p> <p>Motion is passed.</p>	
		<p>Motion 3: The YACWA Board proposes that Clause 8.3 be changed as follows:</p> <p>Current: Eligibility and Nomination</p> <p>Proposed: Eligibility</p> <p>FOR 25</p> <p>AGAINST 1</p> <p>Motion is passed.</p>	

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	<p>Motion 4: The YACWA Board proposes that Clause 8.3.2 be changed as follows:</p> <p>Current: As per the eligibility requirements of this clause, a Board member may not serve more than three consecutive terms of three years (nine years in total). At the expiration of three consecutive terms a Board member must leave the Board for at least one year before becoming eligible for re-election to the Board.</p> <p>Proposed: 8.3.2 As per the eligibility requirements of this clause, a Board member may not serve more than three consecutive terms of three years (nine years in total). At the expiration of three consecutive terms a Board member must leave the Board for at least one year before becoming eligible for re-election or re-appointment to the Board.</p> <p>FOR 24</p> <p>AGAINST 1</p> <p>Motion is passed.</p>	
	<p>Motion 5: The YACWA Board proposes the introduction of Clause 8.4 heading as follows:</p> <p>Proposed: 8.4. Nomination for Member-Elected Positions</p> <p>FOR 24</p> <p>AGAINST 2</p> <p>Motion is passed.</p>	

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		<p>Motion 6: The YACWA Board proposes that Clause 8.3.3 be changed as follows:</p> <p>Current: A call for nominations to the Board will be made no less than 42 days prior to the date of the Annual General Meeting, with all nominations to be received in writing by the Executive Officer no less than 28 days prior to the date of the Annual General Meeting.</p> <p>Proposed: 8.4.1. A call for nominations to the Board for member-elected positions will be made no less than 42 days prior to the date of the Annual General Meeting, with all nominations to be received in writing by the Executive Officer no less than 28 days prior to the date of the Annual General Meeting.</p> <p>FOR 24 AGAINST 2</p> <p>Motion is passed.</p>	
		<p>MOTION 6.5</p> <p>Tied to 6, adding “member-elected positions” To pass the changes as stipulated under 8.4.2 and 8.4.3</p> <p>FOR 16 AGAINST 0</p> <p>Motion is passed.</p>	
		<p>Motion 7: The YACWA Board proposes the introduction of new Clause 8.5 as follows:</p> <p>Proposed:</p> <p>8.5. Nomination for Board-Appointed Positions</p> <p>8.5.1. The Board will identify potential individuals suitable to serve as board-appointed Board members, through any process it determines appropriate.</p> <p>8.5.2. An individual identified through this process may be required to submit a nomination in a form prescribed by the Executive Officer.</p> <p>FOR 24 AGAINST 3</p> <p>Motion is passed.</p>	

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		<p>Motion 8: The YACWA Board proposes that Clause 8.4 be changed as follows:</p> <p>Current 8.4. Appointment 8.4.1. Board members are appointed for a term of three years via a resolution of the Annual General Meeting. 8.4.2. Board membership has a rolling expiry, with one third of the Board members positions being declared vacant at each Annual General Meeting.</p> <p>Proposed: 8.6. Appointment 8.6.1. Board members are appointed for a term of three years and has a rolling expiry. Appointment occurs: i) via a resolution of the Annual General Meeting for member-elected positions i) via resolution by the Board for Board-appointed positions.</p> <p>FOR 23 AGAINST 2</p> <p>Motion is passed.</p>	
		<p>Motion 9: The YACWA Board proposes that Clause 8.4.3 be changed as follows:</p> <p>Current: Where an election is not required, the names of the individuals who will be appointed to the Board will be included in the notice of the Annual General Meeting provided to Members.</p> <p>Proposed: 8.6.2. Where an election for member-elected positions is not required, the names of the individuals who will be appointed to the Board will be included in the notice of the Annual General Meeting provided to Members.</p> <p>FOR 24 votes for AGAINST 2 against</p> <p>Motion is passed.</p>	
		<p>Motion 10: The YACWA Board proposes that Clause 8.4.4 be changed as follows:</p> <p>Current: If vacancies remain on the Board after the provisions in clauses 8.3. and 8.4. have been completed, nominations to the Board may</p>	

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		<p>be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson will declare those persons to be duly elected to the Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, the Chairperson will cause a written poll to be conducted.</p> <p>Proposed: 8.6.3. If vacancies for member-elected positions remain on the Board after the provisions in clauses 8.3. – 8.6. have been completed, nominations to the Board may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson will declare those persons to be duly elected to the Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, the Chairperson will cause a written poll to be conducted.</p> <p>FOR 24 AGAINST 3</p> <p>Motion is passed.</p>	
		<p>Motion 11: The YACWA Board proposes the addition of Clause 8.6.4 as follows:</p> <p>Proposed: 8.6.4. The appointment of all Board-appointed positions will be communicated to members within 28 days of the appointment being made.</p> <p>FOR 24 AGAINST 2</p> <p>Motion is passed.</p>	
		<p>Motion 12: The YACWA Board proposes that Clause 8.5 be changed as follows:</p> <p>Current: 8.5. Elections 8.5.1. Where an election is required, the Returning Officers will conduct a poll using the proportional voting system-single transferrable vote model.</p> <p>Proposed:</p>	

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		<p>8.7. Elections for Member-Elected Positions 8.7.1. Where an election for member-elected positions is required, the Returning Officers will conduct a poll using the proportional voting system-single transferrable vote model.</p> <p>FOR 23 AGAINST 2</p> <p>Motion is passed.</p>	
		<p>Motion 13: The YACWA Board proposes that Clause 8.5.2 be changed as follows: Current: 8.5.2. For the purposes of holding an election where Board members under both 8.2.1.iv (young board members) and 8.2.1.v (ordinary board members) are being elected, all candidates will be presented together on the ballot paper. Through the count process positions under 8.2.1.iv and 8.2.1.v will be allocated according to eligibility for those positions. Proposed 8.7.2. For the purposes of holding an election where Board members under both 8.2.1.v (young board members) and 8.2.1.vi (ordinary board members) are being elected, all candidates will be presented together on the ballot paper. Through the count process positions under 8.2.1.v and 8.2.1.vi will be allocated according to eligibility for those positions.</p> <p>FOR 25 AGAINST 0</p> <p>Motion is passed.</p>	
		<p>Motion 14: The YACWA Board proposes the changes of numbering in Section 8 to reflect the inclusion of new clauses and amendments.</p> <p>FOR 24 AGAINST 0</p> <p>Motion is passed.</p>	
5	5.15pm	<p>Any Other Business</p> <p>1. Andrew Hall raised that the Board should consider changing Executive Officer to Chief Executive Officer in all references to the title in the Constitution, so that the</p>	Members

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		governance matches with the operational nature of that title.	
6	5.32pm	Close of Meeting	
7	5.30 – 6.00pm	Refreshments and Networking	