

DRAFT COPY ONLY

NOTES FROM STEERING GROUP MEETING
ON BGBAA RESTRUCTURE and STATES INCORPORATION
HELD: SATURDAY 9th JANUARY & SUNDAY 10th JANUARY, 2010
STAMFORD AIRPORT HOTEL, SYDNEY, NSW

Present:

Col Murray (CM)	Chairman (BGBAA Federal Branch)
John Barrett (JB)	Deputy Chairman (BGBAA Federal Branch)
Mal Morgan (MM)	Director (BGBAA Federal Branch, Promotions & Communications Portfolio)
Jason Ellenden (JE)	Chairman (QLD Branch)
Errol Morris (EM)	Treasurer (QLD Branch)
Marlene Andrew (MA)	Secretary (NSW Branch)
Paul Ormsby (PO)	Stud Sector Representative (NSW Branch)
Carole Axton (CA)	Treasurer (VIC Branch)
Judith D'Aloisio (JDA)	Secretary (VIC Branch)

Apologies:

Marie Barnes	Chairman (NSW Branch)
Chris Lawrance	Deputy Chairman (VIC Branch)

Judith D'Aloisio agreed to take notes.

Meeting Commenced 1.00PM, Saturday 9th January

CM welcomed everyone and outlined the background to the meeting. He explained that it was initiated to try and reach a consensus on how to meet the needs and expectations of members in each State and move forward. It would be based on informal discussion to achieve constructive outcomes. He explained the Board's vision which was to give the States more identity and autonomy, an ABN, a bank account to use as they see fit, insurances and legal responsibilities. The Federal Board's role would be defining/managing Rules & Regulations, strategic issues and planning for the future. Too much time was wasted by the Board in day to day issues which could be dealt with by the States. The States would operate within the Rules and Regulations of the Federal body.

JB stated that the States needed an identity to be recognised by law. A minimum of four persons was required for an Incorporated Association and the cost was \$44. Once State identity was established then we promote the goat industry; it must be done, otherwise we go nowhere.

MM advised he did not have a problem with Incorporation as such and raised the question as to whether members became a member of a State which paid an affiliation to the Federal body or whether members became members of the National Association.

CM advised we would know by the end of this weekend. We needed to have recommendations which the States can take back and reach a consensus. He advised that WA had asked for special consideration as they didn't have enough people. They were happy with the way things are, however they were not concerned if other States went ahead with being incorporated.

Discussion continued on the concern that WA, TAS & SA were not here, as we would be deciding their fate for them.

MM stated the issue was National membership or State. The model of collecting money then handing it back could remain the same and States could get additional revenue through field days etc.

CM summarised two issues to date: Affiliation & Finances and Funding Strategies.

CA spoke on the Victorian Mission Statement & proposed organisational structure for Victoria. Its purpose was to educate members and provide opportunities to develop skills. It would put into place things which would improve the breed and promote the Boer goat internationally and domestically. Her concern with incorporation was States doing different things and not having a national thread.

JB advised that if the States adopt the Federal Boards Rules and Regulations and Code of Conduct then we are all working in the same direction.

Discussion of Structure. CA asked what do we want to achieve and how do we get there.?

CM put up Flow chart (see Appendix 1)

Discussion of Rules and Regulations and the need to be reviewed.

CM advised that we had reached agreement that over time they would be corrected. They would go back to the States which should recommend to the Board any Rules under contention.

EM advised that QLD wanted incorporation so they could get access to their own finances. CA suggested that a financial motive was not necessarily a reason to be incorporated. JB reiterated the need for a legal identity. MM advised there is an issue with bank accounts and not being in control. EM advised that they had no power and whatever decisions they made could be overruled by the Federal body. CA said that generally the Portfolios as a line of communication were not operating at present, if these were operating they would help us reach consensus from the States at meetings with a Board member.

Discussion of Portfolios. It was noted that this had not been flagged as a topic to be discussed at the meeting and while no-one had an issue about discussing the area, it was separate to the consideration of incorporation.

MM outlined his view of having three "super" Portfolios:

- Stud
- Promotions & Communications/Education
- Finance/Administration

2 Directors for each and a floating chair. People would be invited on Portfolios.

He explained the lines of communication to members through the Annual magazine, regular Newsletters (BB) and an electronic mailing system.

Discussion of lines of communication.

CM suggested there was General communication as above and administrative. Discussion of regular Chairperson's meetings.

EM suggested an email to Chairpersons to say what's happening at Board level and each State Chairperson to have a copy of Board minutes.

Discussion of Annual journal and the need to have a timetable and firm cut off dates with the different components.

Discussion of BB, MM advised input was a major problem.

Discussion of AGM. Agreement that it should take a two day conference format & offer guest speakers, workshops, Judges Forum, social activities etc.

EM suggested the AGM's should come forward, possibly August. CM to look at auditing being done early so that federal AGM could be August/September.

Discussion of Minutes. JDA advised all Minutes were published on the website when received. Last Federal minutes were August 2009. MM to follow up.

CA advised no one had been appointed to Education Portfolio. MM suggested the States are responsible for the physical side of Education, Field days etc. the Federal Board would break down the printed matter and tie it in with the Red meat campaign. Anyone overseas should be dispersed across the States for workshops etc. This was a breed issue and this education belonged to the Stud Portfolio. Concern was raised at the proximity to the National Show and the lack of activity in the Stud Portfolio. CA raised a concern on the education of breeders. She questioned whether people should have the title of Stud if they have not made some commitment to developing their knowledge. Perhaps a requirement of attending a Breeders workshop in the first year of registration should be a pre-requisite to full membership.

Discussion of Stud Portfolio

The Stud Portfolio was regarded as the most influential to move the Association forward. MM suggested first priority is assessment and classification of types of animals. Discussion of quality of exported animals. CM suggested the quality of exports affects our credibility and our elite animals. MM questioned how do we educate/train people to accept a herd classification system? He suggested that when we do we will change the future. EM suggested that once an animal entered the show ring it should pass classification as it met the Breed Standards. Discussion of quality of animals. Small shows can have flock animals. Agreement that shows were not the place to classify.

JDA suggested that under Portfolios there should be two points:

- Continuity/handover of Portfolio matters to the next Board/Committee
- Publication of Goals/objectives on the Web & BB

Discussion of Finances/Incorporation and concerns.

CA again asked what do we want to achieve and what is the best way to get there. Finances will affect this.

JDA put the Vic perspective which was concern for smaller states and states going separate ways instead of having a national focus. She suggested the Angus model as an alternative in which States had their own bank accounts but needed a signature of a Board member.

EM said we need an identity, to manage our own funds and expressed concern about the Board's power.

Explanation of the NSW separate bank accounts by MM. He advised the same auditors were used as the Federal body and monthly financial accounts were sent to the Board. EM raised the question of Trustees. JB advised he would not be part of this process.

JDA expressed concern about being sued. JB advised under incorporation you would not be sued.

Discussion of incorporating smaller States. JB did not feel this would be a problem.

MA advised NSW were not against incorporation but questioned how much money would be received from membership, cost of insurance etc. Needed clearer explanation of funding to be put in writing.

Discussion of ABRI and delays in getting money. It would lessen costs at ABRI to have States incorporated. Discussion of Judges Clinics and how they are funded.

JB advised Public Liability would be met by BGBAA, cost to get started and cost of Incorporation.

Meeting Closed 6.30?

Meeting Commenced 8.00AM, Sunday 10th January

All Present

CM opened the Meeting and suggested dot point ways to move forward and a timeline.

- To consider a timeline for Restructure and Incorporation for one year
- A monthly meeting of this group
- A financial starting point for each State (allocate money)
- Insurance broker –endorse federal policy to cover States

JB stated that each State must be incorporated. He saw it as compulsory and an issue of liability.

He put the following:

- It was the States responsibility to manage business under the Federal umbrella
- Chairpersons should automatically sit on the Board
- NSW, QLD, VIC should receive \$10,000 TAS/SA/WA should receive \$5000 held in Vic account under guidance/direction of Vic.

This last point (i.e. control of other states by Vic) led to vigorous discussion and was over ridden. MA questioned if there was a budget. The answer was No.

JB advised:

- The structure should be the Federal body in which States are recognised within the Federal structure
- Corporate cover is not subject to liability
- Each state to be given a handout. Each state to have a % of fees paid by State members e.g. 25%
- The Board should consist of Chairpersons and others. Each State to have representation on the Board if it wants to.

MM suggested it was important to define issues as to why we are incorporating and put it to the membership.

CA said there would be a perception that the Board wants to pass on the work to the States.

EM said that the issue of Incorporation is for a reason, the issue for Restructure is for a reason. This needs to be clarified to members. For States to control funds incorporation is the way.

Consensus that the two issues were separate.

Discussion of Pro's and Con's for incorporation led by CM. (see APPENDIX 2)

PO felt that the focus of our discussions was not on the goat and that this should be our priority. Without the goat we had no organisation/structure. This led to lengthy discussion on export markets and classification, to reward and recognise superior attributes in animals. The consensus was that export markets need to be protected by creating another tier through classification. MM spoke on protocols which had been developed for the dairy industry. He suggested a working party so our industry is self-regulatory.

Discussion of Stud Committee:

Discussion of Judges & training Systems

Breed Standard Review 2011

Discussion on educating members through an environment which promotes excellence in breeding via a mentor system.

Discussion of value of scanning and commercial RAS Sydney classes to be held 2010 which will include scanned results of animals as well as visual assessment.

SEE APPENDIX 3

The result of the above discussion is APPENDIX 4 "The Goat", Recommendations to the Stud Portfolio.

Discussion of Classification procedures. Consensus that we need a draft of Training procedures for Classifiers/Inspectors of Animals. Inspectors to be nominated by the states, put to the Board and go through a training scheme. CA and PO to discuss an appropriate way to put a group together to develop a discussion paper with the consideration that all States and both judges and breeders will likely want to have input into such a document..

The discussion then moved on to RECOMMENDATIONS TO THE BOARD FOR CONSIDERATION, which would then to be passed to the States and members.

INCORPORATION APPENDIX 5

RESTRUCTURE APPENDIX 6

MM advised that the next publication of Boer Briefs would feature the above.

Position of CEO, raised by CA, was shelved for discussion at another time.

Discussion of the importance of Stud Portfolio. MM suggested a 2 day workshop for the Stud Portfolio to get it going & achieve positive outcomes. A suggestion made that the current Director appoint someone in his absence. A motion made to this effect and a recommendation to the Board. (Appendix 5)

Discussion of Timeline for Recommendations. CA to draft letter to members. Timeline formalised in APPENDIX 7

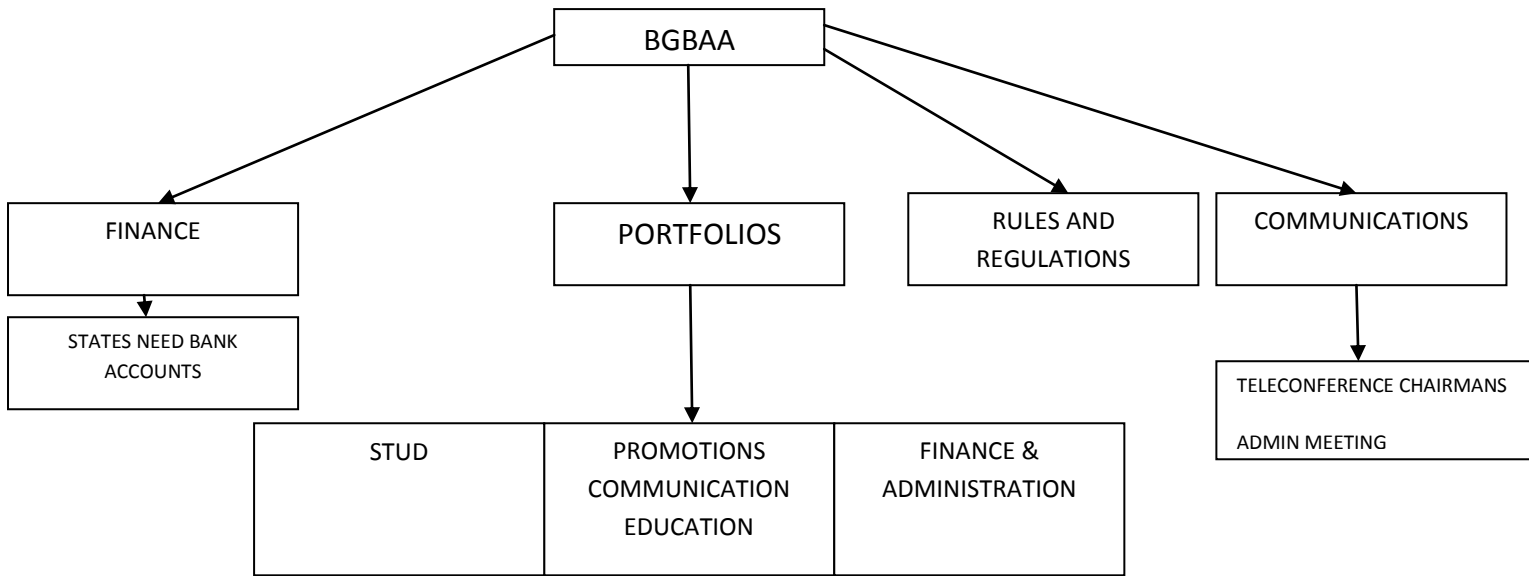
Question raised by CA on absent Board member opinions. Board members present said those members absent were in agreement with the proposed Incorporation.

Question raised by CA as to whether the BGBAA solicitor had been consulted on Incorporation. Discussion on this and an email was read out (CM) summarising his opinion. There was an agreement to have further clarification of this. (Recommended to the Board APPENDIX 8)

In the final 15 minutes before departure, CM spoke briefly on the vision of the Board to have a commercial arm for the Association. This would be a wholly owned subsidiary which would function outside the States and would look at generating income from goats. This was still in its infancy and needed to be developed further by the Board before it was detailed.

Meeting closed 12.55pm.

APPENDIX 1



APPENDIX 2

INCORPORATION

Supporting Justification:

- Protection of member Assets
- Protection of State Executives (liability & financial)
- Identity to ensure the establishment of bank accounts and State independence financially
- Recognition of identity for the purpose of negotiation with authorities e.g. Austrade, GICA, DPI
- To allow the Federal board to function strategically
- To comply with statutory responsibilities

Downside:

- Limited cost implications e.g. audits, GST accounting
- Perception of service levels declining through inactive States
- Implications on smaller States
- Statutory responsibility of State Directors

APPENDIX 3

STUD

CLASSIFICATION: GENERATE A NEW CLASS OF REGISTRATION DEFINING CLASSIFICATION QUALITIES & BREEDING VALUES

JUDGES:

- POINTS SYSTEM
 - REVIEW LEVELS
 - TRAINING
 - CONSISTENCY
 - ENGAGEMENT/RENUMERATION
-

BREED STANDARD REVIEW 2011

APPENDIX 4

RECOMMENDATIONS TO THE STUD COMMITTEE

THE GOAT

- Focus on seed stock development through Classification
- Differentiate between high quality red meat production and rangeland harvested meat
- Redefine “stud” animals
- Delivers a system that recognises and rewards excellence in breeding
- Develop a self-regulatory process to protect and enhance our live export industry through a working group including Arthur Rickard
- Develop an education process for stud managers including Breed Standard review
- Research BGBAA ownership of a scanner to assist education of members.

APPENDIX 5

RECOMMENDATIONS TO THE BOARD ON INCORPORATION

1. That the States of VIC, NSW and QLD, by the end of February, become Incorporated under the Incorporation Act of each State and the States of TAS, WA, and SA be encouraged to do likewise as soon as possible. Each State upon Incorporation to be given from the Federal Board funds (seed capital) to open an account and also to receive 30% of membership fees paid by that States members, and that this amount be reviewed upon the Budget.

The Federal Board meet the costs of each states Incorporation and also meet the cost of each State having professional indemnity and public liability insurance to the current level of the Federal Board.

TAS, WA & SA will be encouraged to have their own Incorporation and until such time as that occurs they won't have a separate State identification.

If at any time TAS, WA & SA provides an Incorporated Association they will immediately receive the required funding.

The only part of the establishment will be that each State Association has as its primary objectives the objects of the Federal Board in promoting the goat industry. (Aims & Objectives listed Strategic Plan 2005-8 Article 2.0)

Moved: John Barrett Seconded: Marlene Andrew All in Favour.

NOTE: OBJECTS listed in Strategic Plan 2005-2008 to include and additional one:

- TO FURTHER DEVELOP & REFINE THE BREED

APPENDIX 6

RECOMMENDATIONS TO THE BOARD ON RESTRUCTURE

1. That we formalise this Steering Group made up of 2 representatives from each of NSW, VIC and QLD and 1 representative from TAS, WA, SA, and 2 representatives from the Board, and from those persons they elect a Chairman.

Moved: MM Seconded EM All in Favour

2. That the Stud Portfolio focus on "The Goat" list APPENDIX 3

Moved: PO Seconded JE All in Favour

3. The Steering Group recognises the urgent need to have the Stud Portfolio active and that the Stud Director should appoint someone in his absence

Moved: EM Seconded JB All in Favour

4. That this Steering Group recommends that the next AGM and all following AGMs be held as early as reasonably possible in the financial year and that it considers a two day conference format with guest speakers, workshops, Judges Forum, social activities etc. to be held in conjunction with the AGM.

Moved: Errol Morris Seconded Mal Morgan All in Favour

APPENDIX 7

RECOMMENDATIONS TO THE BOARD ON TIMELINE FOR RESTRUCTURING

1. Board to do a letter to the States before the end of the month (January 2010)
2. A Steering Group to be named and empowered by the end of February
3. Allow 3 months to the end of the financial year for the Steering Group to have a model

Moved: Marlene Andrew Seconded: John Barrett All in Favour

APPENDIX 8

RECOMMENDATIONS TO THE BOARD ON TIMELINE FOR INCORPORATING

1. Board to do a letter to the States before the end of the month (January 2010) asking them to consider the Recommendations and to consult with members, and advise of any reasons why Incorporation should not go ahead by the end of March.

2. If it goes ahead, States to be incorporated in the immediate future.

Moved: John Barrett Seconded: Jason Ellenden All in Favour

3. Recommendation that the Board pass the process of Incorporation to BGBAA Solicitor Tony Bell (?) for a second opinion on the legal ramifications.

Moved: Mal Morgan Seconded: Marlene Andrew All in Favour

4. After the restructure to include Incorporation if it has been effected, that an ongoing review of associated costs be undertaken on an annual basis. It is understood that each of the States will receive monies presently quarantined in the Federal account and that States will be given this money within an appropriate time.

Moved: John Barrett Seconded: Errol Morris All in Favour