

Stormwater Australia 2018 AGM proposed motions and explanatory notes:

A number of motions have been recommended by the Board for ratification by the members at the 2018 AGM, and broadly fall into three categories:

- Procedural. Required as part of normal AGM business
- Operational. To improve the efficiency of Board operation
- Strategic. To consider the implementation of reforms to support an effective and properly resourced national body

Motions are listed below for ease of reference, and explanatory material is provided.

AGM Motions

1. Motion to confirm Quorum and acknowledge eligible proxies in attendance
2. Motion to Confirm 2017 AGM Minutes
3. Motion to accept President's Report (note this includes Vision and strategy)
4. Motion to accept Treasurer's Report and confirm audit and presentation of future financials
5. Motion to alter constitution as follows:
Clause 14.1 Number of Directors and Executive Positions
To alter sub clause (a) to allow a minimum of 5 directors

Clause 14.2 Director's Term
To alter the clause to extend the term of office for a Director from 12 months to 'up to 3 years'

Clause 17.2 Quorum
To alter the clause to reflect only 3 Director's need to be present to constitute a quorum
6. Motion to appoint Directors based on Nominations Committee recommendation

To re-appoint Alan Hoban as Director and to appoint 5 new Directors as follows
 - Dr Darren Drapper (of QLD)
 - Dr Peter Coombes (of NSW/VIC)
 - Ann Shaw Rungie (of SA)
 - Brad Dalrymple (of QLD)
 - Meghraj Thakker (of VIC)
7. Motion to form a Restructure Committee chaired by the Chair, Stormwater Australia with representation by all State Committee Presidents and up to two additional nominees from each jurisdiction. This Committee, using an inclusive, collaborative and transparent process, will:
 - Explore unity governance model options, issues and opportunities
 - Frame and develop a new structure, and
 - Set out steps required for transition to put forward as a motion to members.

8. Motion to provide resources to support the Restructure Committee by each state jurisdiction to contribute \$4000 toward engaging suitably qualified consultant to assist with the drafting of documents associated the new structure arising out of Restructure Committee process for consideration by members.

Explanatory Material

Motions 1- 4 (Procedural) and required as AGM business

Motion 5- Alteration to Constitution (Operational)

Changes to Director Tenure and minimum numbers have been recommended based on

- A realisation that there needs to be realistic timeframes for Directors to gain familiarity with the business, and some certainty around tenure to allow plans to be developed and prosecuted in line with adopted vision.
- To improve Board efficiency by minimising the requirement to 'top up numbers' when vacancies are created. While terms of 'up to three years' are proposed it needs to be recognised there may be some attrition over the life of a Board, and the process to convene a Nominations Committee and undertake recruitment is time consuming and a distraction from the ability to prosecute a business plan.
- Minimum quorum requirements have been altered to recognise the realities of managing a volunteer Board with members who are located in different places

Current Directors not seeking re appointment

- Directorships are currently subject to up 12 month terms with expiry at an AGM. It is an important distinction that by not seeking renomination Directors are not 'resigning.'
- Recognising the terms of service of 'industry' Directors and contribution over this period there is an opportunity for fresh leadership
- The Board has presented a vision and actions that are forward looking, are frank in recognising the current limitations of the collective governance arrangements and a healthy financial position through the realisation of debts owing to Stormwater Australia.
- If the proposal to progress a Unity model is adopted, the incoming Board will have the opportunity to work with States to develop improved structures, relationships and financial models into the future.

Motion 6 New Director Appointments (Procedural) required to ensure governance and decision making procedures are in place. Supporting material is provided in the form of

- Nominations Committee recommendations to Board
- Evaluation Plan

The Board of Directors has recommended these appointments be voted as a block

Motion 7

Proposed by Board and workshopped with states at various times. Informed by independent report that was commissioned based on discussion with States over the period 2016-2107.

Recommendation made based on opportunity to investigate

- Efficiencies in management of members and avoid duplication of process.
- Outcomes to reduce jurisdictional complexities when dealing with members
- Equitable balance of membership involvement
- Resource efficiencies
- Co-ordinated and better resourced collaboration

Motion 8

All State jurisdictions should contribute towards reform and consider how a Unity model could provide benefits within their individual jurisdictions.

Ultimately all monies managed by the various stormwater bodies are on behalf of membership. If investigation towards a Unity model is considered worth exploring then it could be argued that contribution should come from a broad base of stakeholders so they have a stake in the outcome. It is expected that the funds will be managed in trust by the Restructure committee and be used to undertake discrete pieces of work that are not within the professional capacity of industry professionals (i.e. drafting of clauses for constitution and considering legal implications of different models),

Contributions should be regarded as an investment to receive professional advice, and should therefore support confidence decision making regardless of the outcome.