

**Meeting of District Council Presidents & Honorary Secretaries  
ANZAC House, 16 July 2019**

**Attendees:**

**RSL NSW**

- Ray James, Acting President
- Jeff O'Brien, State Secretary
- Robyn Collins, CEO
- Raj Nair, COO
- Leanne Meyer, General Counsel
- Nick Mowat, Company Secretary

**Blue Mountains District Council**

- Bill Wilcox, President
- Elizabeth Holt, Hon. Secretary

**Central Coast District Council**

- David Ferry, Vice President
- Steven Reynolds, Vice President

**Central Southern District Council**

- Lee Cordner, President\*
- Stuart Christmas, Hon. Secretary

**Eastern Metropolitan District Council**

- Colin Flatters, President
- David Cohen OAM, Hon. Secretary

**Far North Coast District Council**

- Greg Hoving, President

**Far South Western District Council**

- David Williams, President
- David Gardiner, Hon. Secretary

**Far Southern Metropolitan District Council**

- John Graham JP, President
- Ron Duckworth, Hon. Secretary\*

**Far Western Metropolitan District Council**

- Graham Handley, Hon. Secretary\*
- Paul Bryant, Treasurer

**Hunter Valley District Council**

- Brian Boughton, President\*
- John King, Hon. Secretary

**Intra-Mural District Council**

- Glenn Daly, President
- Iain Finlay, Vice President

**Lower North Coast District Council**

- Des Hancock, Vice President

**Monaro and Far South Coast District Council**

- Paul Naylor, President

**New England District Council**

- Gordon Taylor, President

**Newcastle District Council**

- Peter Fidden, Vice President\*
- Leigh Warren, Member

**North Coast District Council**

- Don Robertson, President
- Stephen Walton, Member

**North Western District Council**

- Gary Mason, President

**Northern Beaches District Council**

- Bill Hardman OAM, President\*
- Barrie Epps, Hon. Secretary

**Northern Metropolitan District Council**

- Bronte Pollard, President

**Riverina District Council**

- Bill O'Malley, Vice President

**South Western District Council**

- John Drum, President

**Southern Metropolitan District Council**

- Royce Lockhart, Hon. Secretary
- John Greig, Member

**Western Metropolitan District Council**

- David Clarke, President

*\*DC7 members*

## Opening Questions

**How many of our current directors were elected by the members? How was John Hutcheson appointed given he is from James Brown's sub-Branch and is CEO of a charity which competes with RSL NSW for charitable donations?**

Leanne Meyer clarifies board composition and requirements of new RSL NSW Act. Nick Mowat explains selection process for directors (shortlist compiled by independent recruiting firm, People for Purpose).

**Please confirm which constitution we are currently operating under – are we electing directors beyond the minimum requirements of the Act?**

Ray James confirms we are operating under the current constitution, not the draft constitution, except where the RSL NSW Act specifically overrides the constitution. Leanne Meyer confirms the board opted to appoint two independent directors, having had the discretion to appoint either one or two.

**A letter from former NSW Veterans Affairs minister, David Elliott, states that RSL NSW is governed by its constitution, not legislation – and that RSL NSW a 'private corporation'.**

Leanne Meyer clarifies that the letter in question says, in fact, that RSL NSW is not a body subject to direct government control, however, it does not say that the Act does not apply. She affirms that RSL NSW is a statutory corporation, and notes that the two independent directors' letters of appointment stipulate fixed terms and the grounds on which they can be removed.

**The draft constitution has a commencement date of December 2020 – is this correct?**

Leanne Meyer clarifies this is an error – the actual commencement date is 1 January 2020. Brian Boughton and Ron Duckworth state this has been noticed by the DC7 drafting group.

**Will District Councils have a say in the appointment of independent directors?**

Under the draft constitution, the District Presidents' Council must 'approve' (not just 'ratify') the appointment.

**How has David Bell, an ex-serviceman, been appointed as an independent director?**

The independent directors must not have been a member of the League in the past five years [per clause 9.13 (b)], but they may have served in the defence forces.

Concerns were expressed about the appointment of two independent directors rather than just one as was necessary to comply with the minimum requirements of the RSL NSW Act 2018.

**–MORNING TEA–**

**Why was John Hutcheson appointed as a director given he is affiliated with Legacy, which may compete with us for donations, and he is from James Brown's sub-Branch?**

If a conflict of interest does exist in any case, it is managed in line with those of any sub-Branch executive who, say, sits on the board of a club limited. The appointments of service member directors were guided by the highly experienced listed company director David Mortimer AO, who helped to curate a shortlist. The board's nominations committee then interviewed each of the shortlisted candidates and selected those they felt were best suited.

**There are still many drafting errors in this draft.**

Lee Cordner: the document sent out was a consultation draft only and it didn't matter that every 'i' wasn't dotted or 't' crossed. We resolved to let District Councils take the lead in collecting sub-Branch feedback as they have established greater trust in their districts and can consult more effectively.

**What is an executive director and is this role included in the constitution?**

Jeff O'Brien: This role was included in error in the feedback template given to District Councils in June. An executive director is not included in the draft and will not be included in the final version either.

For clarity and transparency Nick Mowat explains what an executive director is (please see the article attached).

**Why are we moving to 'one member, one vote'?**

Des Hancock: many members will not be able to vote effectively (e.g. those in nursing homes), and the shift to 'one member one vote' will be overly expensive

Bronte Pollard notes the inclusion of proxy voting for sub-Branches at congress

Bill Hardman: this will bring us into line with most other organisations

**There is no mention of associate members in this draft**

Jeff O'Brien clarifies that associate members are included in Appendix B but they haven't been labelled as 'associates' in the draft. An effort has been made to simplify what is currently a difficult membership system to administrate.

**Has consideration been given to rotational elections to avoid the entire board leaving at once after nine years? Knowledge and experience need to be retained.**

Lee Cordner: we considered this and were ultimately persuaded that the logistics of holding rolling elections each year were prohibitive.

Jeff O'Brien: ultimately this can be adjusted as we move forward and learn how this new system works.

**Will term limits apply to sub-Branches? Many sub-Branch executives have been in their jobs for a long time.**

Jeff O'Brien: it applies to the board and District Councils, but many sub-Branches have too few members to change committee members frequently, we didn't want to push them to close. At District Council level, time served will not be counted towards term limits after the new Constitution comes into effect. (Time served will be counted towards term limits on the board, however.)

**Is it true you can't hold office at both the sub-Branch and District Council levels at the same time?**

Leanne Meyer clarifies that this is not true – a member will be able to hold office at both their sub-Branch and District Council at once, but will have to resign this positions if they are successfully voted/appointed to the board.

**In exceptional circumstances, a sub-Branch should be able to write to the board to request permission to have an affiliate member fill an executive position if no service member can be found to take on the role.**

Stuart Christmas notes that it should go to the board via a members' District Council.

Jeff O'Brien: agreed

**If District Councils are equipped with Standard Operating Procedures, then why can't they do the role that is being ascribed to the District Presidents' Council?**

Jeff: DPC will hold powers that cannot sit with Districts individually (e.g. voting to hold an extraordinary congress).

Bronte Pollard notes that DPC adding any extra layers of bureaucracy, but instead formalising roles and powers that already exist in the hands of the same people, with some additional powers that don't currently exist.

Lee Cordner notes that the board currently has no real obligation to heed the wishes of the District Councils. DPC also encourages communication and familiarity between District Councils across the state. We need a comprehensive set of FAQs built up over time to help District Councils be on the same page and therefore independent

**Why can't District Council committees have nine-year term like the board?**

Jeff O'Brien: no reason they can't – we'll look at that.

**District Councils will need to be better resourced to take on these responsibilities.**

Jeff O'Brien: you're absolutely right.

Bill Hardman: that could be something the DPC works out.

**District Council boundaries are currently very uneven (some take in 31 sub-Branches and some only 7) – how will this affect the DPC?**

Jeff O'Brien: This is also something the DPC could look into.

**What if no candidates with financial/accounting qualifications are elected?**

Jeff O'Brien: We need to finalise how this will work.

**Is auxiliary membership allowed under the RSL National constitution?**

Jeff O'Brien: The National constitution does allow for this, and auxiliary membership will be formalising something that effectively already exists.

The desired direction for the Standard Operating Procedure on auxiliaries is for an auxiliary to be effectively a committee of the sub-Branch under the full control of the sub-Branch. No one will have to pay dual membership fees, and a sub-Branch can call its auxiliary anything it wants (as long as the name includes 'RSL' and 'Auxiliary'). Auxiliaries to have no voting rights, obligations kept broad and non-prescriptive (meeting requirements and reporting are flexible).

## Presentation from SVA on development of strategic plan

Comments from attendees:

- Resumption of fundraising was well intentioned but the way it has been done has actually left sub-Branches feeling disenfranchised. Media coverage has been negative, referencing the Bergin inquiry, and there is still much pain.
- No recent District Council teleconferences this year and no minutes available for last one.
- Communication still a big problem for the sub-Branches – decisions being made but reasons not communicated in the first instance.
- Desire for it to be explicitly stated that our clients are frequently (or near-exclusively) our members, especially for camaraderie and commemoration.
- Trust could be improved by releasing broad notes from board meetings (what topics were covered).
- Members will be upset if not consulted on this plan – a failure of communication.

Jeff O'Brien: we will update the plan based on today's feedback, send to District Councils and then send to sub-Branches for feedback in the same manner as for the draft constitution.

## Standard Operating Procedures

Standard Operating Procedures will be a practical guide on how to run a sub-Branch. The intention is to give sub-Branches the ability to do things the way that work for them, within broad boundaries, and allow them to avoid unnecessary disputes over protocol. They will offer a greater level of guidance where necessary (e.g. leases). Aim is to have approximately ten SOPs in place of the current 22 By-Laws and six regulations.

Some SOPs are being drafted by ANZAC House staff, and others by the DC7.

The forum agreed that a clause in the constitution giving the District Presidents' Council final say in approving the SOPs should be considered.

**–AFTERNOON TEA–**

## Membership

Attendees given an overview of new membership management system currently being worked on. Members will be able to check their membership status online; secretaries and the ANZAC House Support Unit will be able to update records on members' behalf.

- Cards no longer to be issued automatically every year (only if you lose your card or change sub-Branches).
- Members can pay any way they want – it's the sub-Branch's business
- Likely to have a pilot trial for a few sub-Branches this year, with a full rollout next year.

## Closing Questions

### **Why is there no right of appeal to RSL National?**

RSL National has not had capacity for this for some time, however, we are forming a mechanism to fill this gap.

### **Why has the Board Charter not been included in the draft constitution?**

This level of detail would make the constitution inflexible – it is better this is kept separate.

### **What is the cut-off date for motions to congress?**

20 August as per the amended By-Law 11 which states the close of the agenda is 10 weeks before Congress.

### **There is nothing in the draft constitution about District Councils voting at congress or AGM.**

Jeff O'Brien: There will be no change here – District Councils will still have the same voting rights as they do currently. We'll make sure this is clear in the draft constitution.

### **How do sub-Branch trusts fit within trust laws, and why can't a sub-Branch President also be a trustee?**

Leanne Meyer clarifies sub-Branch trusts are not charitable trusts (i.e. trusts with a charitable purpose). Rather, they are discretionary trusts (which means their beneficiaries are people). However, because sub-Branches are charities bound by their own charitable purpose, trusts under their control must be used in line with the sub-Branch's charitable purpose (even though the trust itself may not have a charitable purpose). The prohibition on presidents being trustees is a result of this – we will have a look at what we can do for sub-Branches who cannot find enough members to have separate people in the roles.

### **What is the future of SBAs?**

Forum agrees there is value in a yearly compliance report for every sub-Branch and District Council, and there probably needs to be one for ANZAC House as well. But it is crucial they are based on accurate data, and they should largely focus on the requirements of the ACNC (and, consequently, how we appear to the public).

### **Why allow proxies which may incentivise sub-Branches not to attend congress? At least we need a provision to allow sub-Branches to lock in their vote.**

Jeff O'Brien: I agree, we need to be working harder to get people to congress in person. We're happy to look at options for keeping the use of proxies tight.

### **What is the status of 'camaraderie' as a charitable object?**

Jeff O'Brien: we agree that it should be, however, the ACNC is not yet convinced.

Leanne Meyer: we are working on this and have had preliminary discussions. Camaraderie is included in the objects drafted into this constitution, and we need to keep pushing our case. This is part of a broader policy debate about the needs of veterans which needs to be had. It would lead us into more trouble if we were to explicitly include 'service members' in our mission or objects. However, there is tax law on our side that clarifies that the members of a charity who are also the designated beneficiary of that charity (i.e. veterans) may benefit in spite of the fact that they are a member.