

<b>(Draft) Minute of Theewater Sports Club (TSC) Special Board Meeting Friday, 17 July 2015, 19h00 at TSC</b>		
<b>1</b>	<b>Welcome</b>	
	<p>Andreas welcomed Board Directors and Trustees to this special Board meeting. He apologized for the short notice but stressed it was urgent to have this meeting; certain issues had to be resolved and finalized. Thereafter the Board could move forward as a committed, collective team.</p> <p>The minute of the previous meeting, 12 June 2015, would not be dealt with at this meeting. The date for the next Board meeting to be confirmed at this meeting, where the Board minute of 12<sup>th</sup> June 2015, would be dealt with.</p> <p>Andreas welcomed Melandi van Niekerk and RhoeIn RhooDe to the meeting.</p>	
<b>2</b>	<b>Attendance List and Apologies</b>	
2.1	<p><b>Present:</b>  Andreas Horvath  John Lake  Gert Theron  Hugo Brink  Petrie van Niekerk  Neil Ashton  Melandi van Niekerk  RhoeIn RhooDe  Kuba Miszewski  Desmond Mudge  Etienne Venter  Jacques Dreyer  Lise Wheeler</p>	<p>Board Chairman  Vice Chairman  Director Finances  Director, Events  Director, House and Grounds  Director, IT  Co-opted Director  Co-opted Director  Co-opted, Future Planning  Trustee  Trustee  General Manager  Minute</p>
2.2	<p><b>Apologies:</b>  Venessa Mulder  Shane Wiscombe  Gert Theron  Stuart Brown</p>	<p>Director, Events  Director, Watersports, Commodore  Director, Finance  Trustee</p>
<b>3</b>	<b>Acceptance of Agenda</b>	
	<p>Andreas asked if anyone wanted to make amendments to the agenda.</p> <p>Kuba requested that he be allowed the opportunity to discuss the Board composition firstly. Andreas confirmed the email communication received from Kuba (before this meeting), and asked Kuba to proceed, as per his request.</p>	
<b>4</b>	<b>Discussion of composition of Board</b>	
4.1	<p>Kuba explained how the management of the Club changed from a committee to the present Board system. The Board management was adopted in 2005. This new Board structure had many advantages; it comprised of a smaller team of Directors serving for longer terms, as opposed to the previous annual term only. This ensured for continuity and long-term planning. Since then, the Board has grown and now face the same problems as the committee system had in the past, dealing with minor issues. The idea is to have a smaller Board with various sub-committees, who deal with minor matters and would free the Board to concentrate on long term goals, the staff and the financial security of the Club. Kuba advised that the current Board should be striving to reach this ideal of a Club management structure.</p>	

4.2	<p>Andreas thanked Kuba. Andreas stated that the Club was governed by a great Constitution that clearly outlines the functions and operation of the Board. It is important and imperative to get the various sub-committees operational and functioning as per the Constitutional requirements. He confirmed that the committees, e.g. watersports, caravan and camping and events committees, etc, perform important functions and ensure the smooth running of these events. He cautioned that the Board should not micro-manage but should attend to vital key issues only. Andreas stressed that the current full complement of the Board was positive and this would ensure continuity. He urged that the Board focus on succession planning going forward. Staff should be empowered to conduct the business of running the Club with due diligence with the Board monitoring the business.</p> <p>Andreas asked the meeting to focus on issues that need to be dealt with and resolved at this meeting. He asked for an open discussion to resolve the errors made at the previous AGM and that this would affect certain Board members. He stressed the importance of the function of the Board, whether the Board member was co-opted member or a full Board member, the Board should function as a unit, everyone in the team be competent and driven to serve the Club, and that all contributions by all Board members in achieving this is equally important.</p> <p>Andreas referred to paragraph 18 of the Constitution, which refers to the prescribed composition of the Board, and reads as follows:</p> <p><b><i>‘The BOARD shall comprise of a maximum of 9 (nine) Directors with the following portfolios. At least 2 BOARD members shall be from a previously disadvantaged background, at least 2 BOARD members shall be female and at least 6 BOARD members shall be actively involved in water sports activities.’</i></b></p> <p>Andreas had approached the Trustees soon after the AGM, for guidance (as per paragraph 31 of the Constitution: interpretation of the Constitution), and clarity on the correctness of the newly elected Board following the 2015 AGM. The new Board was not in accordance with paragraph 18 of the Constitution.</p> <p>The feedback from the Trustees, was that action needed to be implemented to conform to paragraph 18. The Board had been informed of this at the Board meeting, 12 June 2015, and changes were made. Two Board members were asked to step down to create space for the two Board members required to align to paragraph 18. This was the initial solution.</p> <p>It had been recommended by the Trustees to inform the meeting of the voting tallies, in order to determine what corrective action would be required and who would be affected by such action. The results below were correct and reflect the decision by the members at the AGM, which was as follows, (highest to lowest ranked) :</p> <table data-bbox="365 1501 868 1848"> <thead> <tr> <th></th><th><b>Name:</b></th><th><b>Votes:</b></th></tr> </thead> <tbody> <tr><td>1</td><td>John Lake</td><td>107</td></tr> <tr><td>2</td><td>Hugo Brink</td><td>102</td></tr> <tr><td>3</td><td>Gert Theron</td><td>91</td></tr> <tr><td>4</td><td>Shane Wiscombe</td><td>89</td></tr> <tr><td>5</td><td>Andreas Horvath</td><td>88</td></tr> <tr><td>6</td><td>Venessa Mulder</td><td>80</td></tr> <tr><td>7</td><td>Petrie van Niekerk</td><td>78</td></tr> <tr><td>8</td><td>Neil Ashton</td><td>64</td></tr> <tr><td>9</td><td>Kuba Miszewski</td><td>63</td></tr> <tr><td>10</td><td></td><td></td></tr> <tr><td>11</td><td>Grant Colson</td><td>57</td></tr> </tbody> </table>		<b>Name:</b>	<b>Votes:</b>	1	John Lake	107	2	Hugo Brink	102	3	Gert Theron	91	4	Shane Wiscombe	89	5	Andreas Horvath	88	6	Venessa Mulder	80	7	Petrie van Niekerk	78	8	Neil Ashton	64	9	Kuba Miszewski	63	10			11	Grant Colson	57	
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	<p>The important mandate, as per paragraph 18, had not been fulfilled; i.e. a female person and a person from previously disadvantaged background.</p> <p>Andreas continued. After the first Board meeting, 12 June 2015, a Board member had raised a concern and objection, and a special meeting was held involving Andreas, Board chairman, the Trustees and the two affected Board members. The solution was that Grant Colson and Kuba Miszewski would serve on the Board until the mandate for Paragraph 18 was fulfilled, that they would serve on the Board as co-opted members. This was confirmed in writing and accepted by concerned parties.</p> <p>The affected Board members were: Neil Ashton, Grant Colson and Kuba Miszewski. Neil Ashton, now co-opted as Board member, was not announced at the AGM. Grant Colson was incorrectly announced as Board member at the AGM, and Kuba agreed to stand as co-opted Board member at the previous Board meeting. Grant Colson has since resigned from the Board.</p> <p>Thereafter, two nominations were received, (in accordance with paragraph 18), and Andreas requested that Rhoweln Rhoode and Melandie van Niekerk be co-opted onto the Board and that this is be ratified at the SGM.</p> <p>TSC members would be informed, at the SGM, of the errors made with the election of Board members and the corrective action taken.</p> <p>Melandie asked whether it was the Board decision to appoint the two members (referring to herself and to Rhoweln) or was it for the members to appoint them?</p> <p>Andreas confirmed that it is the members' decision to vote for Board members, that this will be done at the forthcoming SGM. The current Board may co-opt Board members, and this would also need to be ratified at the SGM, to show conformity to Paragraph 18 of the Constitution. Des Mudge at this point read paragraph 20 a) of the Constitution, that reads as follows:</p> <p><b><i>'Should, for whatever reason, any member of the BOARD become unable or ineligible to continue as such, any suitable member of the Club may be appointed by the BOARD to act in such vacancy until the first ensuing Annual or Special General Meeting, when the vacancy shall be filled in accordance with paragraph Error! Reference source not found..'</i></b></p> <p>Niel Ashton asked if, there should be members that complied to paragraph 18, and wished to make themselves available, may they stand for election at the SGM? Des confirmed that if the Board decide on this process, it may be done. He confirmed that this was a Board decision.</p> <p>Kuba objected and felt that the decision taken by the Board chairman was questionable. Andreas replied that he had not taken a unilateral decision and had in fact referred the matter to the EXCO and the Trustees to find solutions to this difficult situation. The mandate from the meeting with the Trustees, was to immediately find two suitable members to fulfil paragraph 18. Andreas had requested that the entire Board, at the previous Board meeting, assist in finding suitable candidates. After that meeting, two candidates were proposed and seconded and Andreas had discussed these nominations with the Trustees. Thereafter Andreas had informed the affected parties of the decision taken, that the two Board members had been found. Unfortunately this had leaked out before the entire Board could be notified. This special Board meeting was then called.</p> <p>Kuba disagreed with Andreas and objected to the way that this was dealt with. A lengthy discussion ensued and Kuba wanted it noted that he disagreed with the decision taken at the Board meeting. Andreas commented on certain facts that had been overlooked by the previous Board and mentioned them.</p>	
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	<p>Andreas felt that the current Board needs to move past previous mistakes, to work together as a collective for the benefit of the Club. He reiterated that the current Board, was the correct composition and could move forward collectively. Any member of the Board who shows contempt for this, makes uncalled comments or causes ill feeling amongst the collective, would face disciplinary action.</p> <p>Andreas asked Kuba if he agreed to the aforementioned decisions. Kuba wanted clarification. Andreas asked Kuba, if he would step down when the two co-opted new Board members were ratified at the SGM?. Kuba agreed.</p> <p>The notice to members regarding the two co-opted Board members must be clearly stated, the Board members to be ratified at the SGM as per paragraph 19 of the Constitution.</p> <p>Neil Ashton asked that if there were any other members wishing to stand at the SGM, would they be able to do so at the SGM. It was discussed and if these nominees wishing to make themselves available as Board members, and comply with paragraph 18, they may do so at the SGM. Neil requested that this must also be made known to members, prior to the SGM.</p>	
<b>5</b>	<b>Co-opting 2 new Board members to comply with paragraph 18</b>	
	<p>After previous discussion, Andreas asked the meeting if they could proceed with the co-opting of 2 Board members. Etienne Venter, referred to point 20 of the Constitution, confirmed that the two members may be co-opted at this meeting, subject to election and verification at the AGM.</p> <p>Thereafter, upon request, Melandie van Niekerk and RhowelN RhooDe introduced themselves to the meeting.</p> <p>Melandie has been a member for 4 years, active in watersport events and an accountant.</p> <p>RhowelN, a long-standing member was currently a specialist consultant and had previously been a Director in the Public Works department.</p> <p>The above two nominees were proposed by Petrie van Niekerk and seconded by Hugo Brink and accepted by the meeting.</p> <p>Andreas congratulated the two new Board members and thanked them for making themselves available to serve on the Board. Neil Ashton asked the two new Board members to send him their details and photos for updating the website.</p>	<b>M v Niekerk/R RhooDe/N Ashton</b>
<b>6</b>	<b>Set date for SGM</b>	
	<p>After deliberation and discussion, it was agreed by all that the date for the SGM would be <b>Sunday, 6<sup>th</sup> September 2015 at 10h00</b>. This date will suit most members as the Opening Cruise is scheduled to take place the previous day</p> <p>This would allow enough time for submissions from members for Constitutional changes.</p>	
<b>7</b>	<b>Agenda for discussion at SGM</b>	
7.1	<b>Composition of the Board and ratification of new Board members</b>	
	This had been discussed in Point 4 above.	
7.2	<b>Pensioners Discount</b>	

7.3	<p>A proposal was put forward by a member at the 2014 AGM, to investigate and formalize a pensioners' discount, and to implement it in the following year's fee structure. This proposal should be drawn up by members and submitted to the Board. This written request had not been forthcoming in 2014.</p> <p>Andreas informed the meeting that he had approached the pensioners', who had requested this again at 2015 AGM, for a formal written request for pensioners' discount. He was expecting this request by the end of the following week, and would bring to the next Board meeting for discussion and to formalize the proposal.</p> <p>Kuba confirmed that the person who had requested the pensioners' discount at the 2014 AGM, had been approached after the AGM, to put forward a proposal to the Board, but that this was never received. The previous Board had discussed this proposal, and agreed that, should a member approach the Board for a pensioners' discount, the Board would consider each request individually and apply a means test.</p> <p>Andreas stated that a pensioners' discount proposal will be addressed at the SGM and members informed that a motion of whether or not members would like the Board to implement a pensioners discount in the fee structures. Andreas informed the meeting that due to unexpected costs recently, the Club has been put into a difficult financial position, that members would be informed that the Board would in future consider a pensioners' discount for 2016/2017 financial year.</p> <p>Andreas asked that Board members bring forth proposals for pensioners' discount and mentioned the following points for consideration in drawing up of such a proposal:</p> <ul style="list-style-type: none"> <li>Respect and consideration for senior citizens</li> <li>Long term membership qualification process</li> <li>Determination of reduction of fees apply: membership subs, leases?</li> <li>Possible pensioners' discount for public visitors</li> <li>The discount value on basis on current pensioned members</li> </ul> <p>The trustees cautioned that the Board is responsible for the financial sustainability of the Club and this be considered when proposals are received. The Board puts forward the proposed new fees at an AGM for approval, and the Board has the right to adjust the fees if necessary. The Board should consider what is currently affordable, in terms of forthcoming pensioners' discount proposals and should consider pensioners' discount when drawing up the 2016/2017 budgets.</p> <p>Andreas asked that this matter will be discussed in depth at the next Board meeting, 14 August.</p> <p>Andreas requested Jacques and Lise to draw up a list of current members who were pensioners and to give the current rand-value of their membership. This will be the start of the investigation to be discussed at the next Board meeting.</p> <p><b>Permanent Site Caravan replacement Cabins</b></p> <p>The cabin proposal was not properly communicated to members after the 2014 AGM. Andreas stated that this was very important to gain a majority vote from members at an SGM or AGM for approval to erect cabins, as per Paragraph 5 b) of the Constitution that deals with the powers of the Board. It reads as follows:</p> <p><b><i>'Where the Board intends instituting major changes or embarking on major capital expenditure . . . it may not proceed without first obtaining permission for the members at an AGM or SGM...'</i></b></p>	J Dreyer / L Wheeler
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	<p>The question raised at the past AGM, was that the erection of cabins would be a major change at TSC and the approval for this would have had to be decided at an AGM.</p> <p>Comments arose at the 2015 AGM, that included: the 2014 AGM had minuted resolution to hold SGM to discuss cabins and pensioner's discounts. The SGM was not held. Members have contended that no published evidence existed to satisfy members that a majority vote had been made in favour of cabins on permanent sites. This was necessary according to paragraph 5 b)</p> <p>The actions related to cabins were as follows: that cabins on permanent sites had been noted, the previous Board had allocated portfolios to investigate cabins, there had been liaison with DWA and the TWK Municipality regarding cabins, amendments had been made to the By-laws, the conceptual outlay and plans for cabins had been finalized.</p> <p>In the process however, members had not been consulted and were not given the opportunity to either vote for or against the cabin proposal.</p> <p>It was important to finalise the cabin proposal, but firstly, essential and critical to establish whether members approve of this and if so, to obtain a mandate from members at the SGM.</p> <p>The accuracy of the 2013 and 2014 AGM minutes were discussed and debated at the meeting. Confusion existed whether (at either of these meetings) the meeting had approved the erection of cabins or whether a mandate was gained at one of these meetings for the Board to investigate the possible erection of cabins. Andreas stated that it is important that any such decision (erection of cabins) be properly detailed in the minute of that meeting as this was an important decision and should be minuted as such.</p> <p>This was discussed at length and it was proposed to video tape AGM/SGM in future for accuracy.</p> <p>Kuba advised the meeting why the previous Board had considered the erection of cabins and that very clear design and construction guidelines were essential and important to take into consideration.</p> <p>The Board agreed that this decision will be put forward to members to vote on, for or against the erection of cabins on permanent sites. All agreed.</p>	
7.4	<b>Proposed Constitutional changes</b>	
7.4.1	<p>The Trustees advised that the matter of voting rights be considered and amended for approval at the SGM, namely clause 13 a) i) of the Constitution, i.e. that Honorary members do not have voting rights.</p> <p>It was felt that existing members, in good standing, who the Club wish to recognize for sailing achievement and thus, had been awarded with Honorary membership (he/she/they are exempted from paying the annual subscriptions) would be entitled to vote at an AGM or SGM. Currently the interpretation of the Constitution does not allow the Honorary member to vote</p> <p>It was proposed that further wording be included in par 13 a) 1) ð . <i>'Unless this member had been a member in good standing, in the year prior to receiving Honorary membership'</i></p> <p>This was debated at length and the Trustees were requested to finalise the proposal and to circulate to all Board members prior to the next Board meeting, to finalize at the next Board meeting.</p>	

7.4.2	<p>Etienne referred to clause 19 f) i) that reads . . . the nominee must be a paid-up member of the Club and advised that the following wording be added: must be a good-standing member of the Club</p> <p>This proposal will be finalized and presented at the next Board meeting</p>	
<b>8</b>	<b>Discussion : Preparations to inform members of SGM</b>	
	<p>The notice for the <b>SGM, 6 September 2015</b>, must be sent out as soon as possible. Kuba was asked to draft this notice and send to the Board for approval.</p> <p>The detailed agenda of the SGM to follow after the Board meeting, 14 August 2015</p>	<p><b>K Miszewski</b></p> <p><b>A Horvath</b></p>
<b>9</b>	<b>General</b>	
9.1	It was suggested to place barriers around the card readers at the entrance gate, as the stand had again been knocked by a car.	<b>J Dreyer</b>
9.2	Andreas asked that the registration for the boat funded by Lotto, to be collected Anchor boat shop and be taken to Gemini. Grant Ekermans must be contacted for signage for the boat. The registration papers need to be obtained	<b>J Dreyer</b>
9.3	Andreas referred to security matters. He advised that the recent break-ins were not taken lightly by the Board. Thereafter the following actions were implemented immediately; A group of members rallied together and cut down trees in the forest area for better visibility. An extra guard had been employed and strategically placed. Andreas thanked John Lake, Gert Theron and Jacques Dreyer for assisting him with the cutting down of the trees	
9.4	Kuba informed the meeting that at the previous AGM, Shane Wiscombe had proposed a capital levy to help fund security measures. A levy of R200.00 per primary member was proposed. After discussion it was proposed that security measures be investigated, the costs thereof, etc and a firm proposal be presented at the next Board meeting.	<b>S Wiscombe</b> <b>J Dreyer</b>
9.5	Kuba advised the Board of the outstanding achievement of the TSC Lipton team, a young team that ended 12 <sup>th</sup> , and wished to congratulate Mary-Ann Sharwood and Grant Ekermans for their tremendous contribution to the event.	
<b>10</b>	<b>Membership Applications</b>	
	There were no new membership applications to consider.	
<b>11</b>	<b>Date of next Board Meeting and Closing Remarks</b>	
	<p>The date for the next Board meeting was confirmed: <b>Friday, 14 August 2015 at 19h00</b> in the Training room</p> <p>Andreas thanked the Board members for attending.</p>	