

ROMANCE WRITERS OF NEW ZEALAND
SEVENTEENTH ANNUAL GENERAL MEETING
19th AUGUST 2017
NOVOTEL LAKESIDE HOTEL, ROTORUA, at 5:30 PM

PRESENT: Vivien Adams, Tracey Alvarez, Gaylene Atkins, Moya Bawden, Ruth Bell, Michelle Burt, Trudi Caffell, Lyndsay Campbell, Melissa Climo, Rachel Collins, Kendra Delugar (Secretary), Laura Elliott, Bronwen Evans (President), Dorothy Fletcher, Pamela Gervai, Diane Goulton, Louise Groarke, Joanne Harris, Sapi Heald, Meagan Herles-Mooar, Mariana Jackson, Barbara Jeffcott Geris, Iona Jones, Mary Jones, Toni Kenyon, Robyn Kingston, Anna Klein, Yvonne Lindsay, Andrene Low, Kelly Lyndon, Sue MacKay, Grainne McAnnalley, Bronwyn McEvoy, Helen McNaught, Christy Menzies, Shelagh Merlin, Judy L Mohr, Matthew Mole, Bonnie Mosen, Kate O'Keeffe, Rowena O'Sullivan, Kris Pearson, Cheryl Phipps, Jennifer Raines, Lyssa Randolph, Lyn Rasmussen, Madelaine Roberts, Tania Roberts (Treasurer), Catherine Robertson (Vice-President), Jackie Rutherford, Deborah Shattock, Nalini Singh, Tania Sparks, Grace Stanners (Membership Secretary), Margaret Anne Stewart, Virginia Suckling, Lizzi Thompson, Khurshid Usmani, Robert Van Oort, Wendy Vella, Louise Waghorn

APOLOGIES:

PROXIES: Sharyn Barratt, Peta Mobberly

MINUTES OF PREVIOUS MEETING: Confirmation of the minutes of the sixteenth Annual General Meeting, held on the 13th August at 5:00pm. Approved as previously posted on the website.

Moved: Michelle Burt

Seconded: Kris Pearson

BUSINESS ARISING FROM THE MINUTES: Nil

PRESIDENTS REPORT: RWNZ President, Bronwen Evans, presented the 2016 -2017 President's Report. (Copy attached. See Appendix 1.)

Moved: Bronwen Evans

Seconded: Catherine Robertson

FINANCE REPORT: RWNZ Treasurer, Tania Roberts, asked for questions regarding the Finance Report for the year ended March 2017, as previously posted on the website. (Copy attached. See Appendix 2.)

Nalini Singh had a general question. She felt that \$74,000 was a lot of money to hold in the general account. President explained that we'd just ring-fenced enough money to cover the airfares for the 2018 American conference speakers in a USD account, as right now the NZD is sitting at \$0.75. That way if our dollar plummets we won't be impacted by the exchange rate risk. We put across \$13,000, so we no longer have \$74,000 sitting there. We also have some sitting in term deposits.

Vice-President stated that the fact that the money is there doesn't mean we never intend to spend it. There's no point hoarding it and never spending it, but right now the Executive has *carte blanche* to spend it however they wish. The remits that have been proposed are there to give the membership a say in how they wish that money to be spent. The doing of projects is almost less to do with the money than with having the people who can get them up and running. So the money *will*

be used for the good of the members, but we want to make sure it's protected and used for the things the members want it used for.

Moved: Tania Roberts

Seconded: Lizzi Thompson

MEMBERSHIP SECRETARY REPORT: RWNZ Membership Secretary, Grace Stanners, presented the 2016 -2017 Membership Secretary's Report. (Copy attached. See Appendix 3.)

Moved: Grace Stanners

Seconded: Nalini Singh

GENERAL REMITS:

General Remit 1:

That all remits must be kept in the Remits Register held in the RWNZ Dropbox folder (or other RWNZ online filing system) titled REMITS. The registry should show

- a) the remit raised (including Special Resolutions) in what year (i.e. at what AGM it was raised)
- b) who proposed and seconded the remit
- c) whether or not it was amended before voting
- d) whether or not it was passed (together with a count of votes for and against) unless unanimous
- e) if a Special Resolution that changes the Rules of RWNZ is passed, then the change must be
 - a. physically uploaded into the Rules document
 - b. filed at the Companies Office
 - c. updated on the RWNZ website
- f) whether or not the AGM minutes have been distributed to all members to ascertain their correctness by the end of September each year.
- g) what, if any, corrections were made to the AGM minutes.
- h) The remits register is updated and loaded on the RWNZ members' only area of the website.

Reason: There was no file that listed all remits in one place. In fact, the Executive was unable to find a lot of our remit history. Added to this, the AGM minutes from 2015 do not record whether or not a certain remit was passed, so we have had to assume it was not.

If the remit details are not recorded in the minutes, the remit cannot be deemed to have been passed. The Executive has now created a document which lists all remits, their discussions, and whether or not they were passed in the AGM minutes. This way RWNZ can keep a complete history of RWNZ rules and operational changes. The remits register should also be loaded in the members area of the website.

Proposed: Grace Stanners

Seconded: Bronwen Evans

Dated: 14th July 2017

Passed. All in favour, none opposed. Unanimous.

General Remit 2:

The Treasurer shall notify the Executive if any proposed expenditure will reduce cash reserves to less than \$35,000 and require that the Executive seek approval for said expenditure either via a special resolution at the AGM or by calling a Special General Meeting.

Reason: Currently, there is no financial policy to guide Executive officers. This remit safeguards the financial stability of the organization. It covers us in case of unexpected losses or potential tax bills, and allows us to invest in website and other platforms if needed.

Proposed: Bronwen Evans

Seconded: Tania Roberts

Dated: 14th July 2017

Passed. All in favour, none opposed. Unanimous.

General Remit 3:

Remit that the Executive needs approval from at least 50% of the members who respond via a vote (normally held via a SurveyMonkey survey) if it wishes to use more than \$10,000 of the cash reserves on any one expenditure. The Executive must justify the expense to members.

Reason: Currently, there is no financial policy to guide Executive officers. This remit ensures that no Executive can spend large cash reserves on things the members neither want nor approve.

Proposed: Bronwen Evans

Seconded: Grace Stanners

Dated: 14th July 2017

Passed. All in favour, none opposed. Unanimous.

General Remit 4:

That no Executive Member, or conference committee member, or conference volunteer is paid, or given a free RWNZ conference. This excludes the reimbursement of approved expenses incurred on RWNZ's behalf, as per the RWNZ Expenses Policy.

Reason: RWNZ is a small, incorporated society with 300 members, of which only about 180 are active participants. On average, the conference attendee numbers each year are around 110 people. The net financial impact of 5-10 people not paying for conference is a net loss to RWNZ of between \$7k - \$10k. This impact could, most probably would, make a conference unprofitable and cause a financial loss to RWNZ. RWNZ relies on volunteers to support the tasks we do.

10 people at \$600 = \$6000 lost income

10 people at \$80 daily food rate for 3 days = \$2,400 expenses

Total \$8,400 net expense

Proposed: Bronwen Evans

Seconded: Kendra Delugar

Dated: 14th July 2017

Yvonne Lindsay felt that if this remit becomes part of the RWNZ rules that it will discourage people from volunteering to help, because anyone that has run, organised or volunteered at conference actually loses part of the conference themselves. Yvonne therefore felt it did not sound rational that they should not be able to get some portion or in some cases the entire cost of conference back. If you're working the conference, then you're not attending the conference, especially if you're the conference convenor. President agreed that if you're doing a full day that may be the case, but what we've tried to do this year is give no one more than an hour slot for volunteering – which is exactly what RWA does. Yvonne's concern is that you might not get the number of volunteers, and that we should have space within the remit to move, and allow compensation if such extreme circumstances occur.

President, having done the maths, needs members to understand that if people were to start getting free conferences then that could well be the tipping point for conference making a loss. Yvonne suggested what about volunteers getting a free Awards Dinner or Cocktail Dinner – just to sweeten the pot. President just wants members to be aware there is a cost involved in that.

Toni Kenyon wondered if we could amend the wording of that to say it's at the discretion of the Conference Committee in conjunction with the Executive to make a decision about any benefits that are given to people who volunteered. Toni does not believe anyone would ask for their whole conference to be paid for, but she does remember in her time on committee there being a free cocktail party. This rewording would give some latitude to what was a very restrictive remit. Since the ultimate decision has to be at the discretion of the Executive, Yvonne feels that the Conference Committee should have to put a proposal forward to the Executive in the circumstances where they feel compensation is due. That way the decision on this would always need to be balanced against whether the conference itself could afford it. We don't want conferences that are a) unaffordable, or b) making large losses.

President moved to postpone the remit, and come back with a better worded policy at next year's AGM.

Proposed: Bronwen Evans

Seconded: Toni Kenyon

Passed to postpone the remit until next year. All in favour, none opposed. Unanimous.

(Lizzi Thompson felt it was especially important under these circumstances that the Executive and the Conference Committee be separate. There was a remit passed last year to this effect, but we have had exceptional circumstances this year with the Conference Committee disbanding. We need to thank Bonnie Mosen, Meagan Herles-Mooar, Kris Pearson and Lyn Rasmussen for really stepping up in the face of this, along with support from President and Vice-President.

Iona Jones suggested that we could modify last year's remit to say the Executive Committee "should" be separate from the Conference Committee "except in extreme circumstances." Vice-President agreed, because the running of the RWNZ is ultimately the Executives responsibility.)

General Remit 5:

That the attached Expenses Policy be formally accepted.

Reason:

There is currently no formal policy for claiming RWNZ-related expenses. With an accepted policy, all Members will know what they can and cannot claim for, and there will be checks and balances in place to protect Members' finances.

Proposed: Catherine Robertson

Seconded: Bronwen Evans

Dated: 14th July 2017

Passed. All in favour, none opposed. Unanimous.

General Remit 6:

That every new Executive plans the upcoming year's activities with a zero-sum budget – that is, one that assumes RWNZ will have no income other than Membership subscriptions. If planned projects require the use of cash reserves, then that use will be governed by General Remits 2 and 3 above.

Reason: Currently, there is no financial policy to guide Executive officers. This remit ensures that the Executive makes realistic use of Members' finances.

Proposed: Catherine Robertson

Seconded: Grace Stanners

Dated: 14th July 2017

Passed. All in favour, none opposed. Unanimous.

General Remit 7:

To ensure we meet all our tax obligations, the Executive should seek external professional advice unless the current RWNZ Treasurer is a qualified chartered accountant. The use of external advice will need to be included in the annual budget.

Reason: Currently, there is no financial policy to guide Executive Officers. This Executive discovered that RWNZ had fallen behind on its tax obligations since it lost its charitable status in 2012, and we do not want RWNZ to be exposed to potential penalties or unnecessary additional costs associated with unpaid taxes. This remit decreases the risk that RWNZ may not understand or meet all its financial obligations in a timely manner.

Proposed: Catherine Robertson

Seconded: Tania Roberts

Dated: 14th July 2017

Passed. All in favour, none opposed. Unanimous.

GENERAL BUSINESS: Cheryl Phipps brought up about New Zealand speakers being forced to attend conference so they can speak. President took exception to that, and explained that in the email that went out asking for workshops it stated that you had to be coming to conference. So if you couldn't do that don't put yourself forward to speak, or come and talk to us privately. Yvonne Lindsay said that they used to put the conference speaker fee against the conference registration fee. President agreed – last time she spoke she got \$300, and that paid for part of her conference, which is exactly what was done this year. Cheryl is not debating that it was put out there, she's just debating the necessity for it. Secretary explained that there were a lot of people who put forward to speak because it's an honour to be chosen, they feel it's their turn to give back, and you inherently promote your books and yourself at the same time – now a lot of those people had to be turned down to fit in the speakers that were chosen. And every one of those people read the same Expression of Interest form, and agreed to the same terms when they put their EOI forward.

Yvonne asked about the lawyer and accountant that spoke at our 2016 conference. Membership Secretary asked if they were members, and Yvonne stated that they weren't. President pointed out what we're talking about is members trying to give back. It's about supporting our organisation so each year we can put together a conference. Yvonne asked if what we're saying is if a member wants to present a workshop, then they need to attend conference. Vice-President stated that there is no hard and fast rule. It's up to every Conference Committee in conjunction with the Executive depending on how that's going to affect the financial bottom line of conference for that year. (The Conference Committee is responsible for the budget, and the Executive is responsible for overseeing it.) But, this year, the offer that was put forward by the Wellington committee in conjunction with

President was that the member/speaker would pay and be reimbursed a speaker fee. So when that was queried by some this year, every other speaker had paid without question, which tied President's hands. Kris Pearson said she'd be surprised that anyone who wanted to speak at conference didn't want to attend. Wendy Vella said she and Cheryl did want to attend but that they'd just come back from the Romance Writers of America conference. She also said she'd not looked for that stipulation in the wording, and that that was probably the biggest take-home message from this.

Yvonne wondered if in the letter of offer there couldn't be choices for the speaker fee to be a) offset against their conference cost, b) be paid directly to them, or c) be paid into the Sandra Hyde Memorial Trust. Yvonne has donated her speaker fee to the Trust in the past. The Executive thought that was a fabulous idea which needs to be added to the conference manual.

Introduction of the 2017-2018 Committee: Iona Jones introduced the 2017-2018 Executive Committee: Bronwen Evans (President), Catherine Robertson (Vice-President), Kate O'Keeffe (Secretary), Tania Roberts (Treasurer), Bonnie Mosen (Publicity Officer), and Grace Stanners (Membership Secretary) until November, then the position passes to Andrene Low.

Meeting Closed: 6:22 pm.