

Report to WACA Members
Monday 2 May 2016 Governance Forum

Please find below a brief synopsis of the aspects discussed during the recent Members Governance Forum.

1. WACA Objects

There was generally strong support for the direction being taken. There was some Member commentary as to whether Member benefits might be included as a third leg of the WACA's Objects, in addition to those addressing the game of cricket and the WACA Ground.

With respect to the extent of the Board's powers, there was generally strong support for the Board to be extensively empowered to perform its role, although reference to the Members in general meeting was expressed as a desirable constraint with respect to:

- dealings which may prejudice the WACA Ground as a premier venue for hosting games of cricket;
- significant financial transactions or other asset dealings in excess of (say) 25 per cent of the WACA's asset base.

2. WACA's regulatory structure

There was support for the proposed change to a Company Limited by Guarantee, with acceptance by Members as to the rationale for the change.

3. Board composition, elections and Board Member skill base

There was generally strong support for the direction in which the proposed governance reforms were progressing, although the Governance Committee was invited to take on board the following comments in its next round of deliberations:

- (a) The input of the Affiliated Associations is important, even though ultimately changes to the constitution are decisions for WACA Members to make;
- (b) Whether or not the CEO should be a Board Member. Most Members who spoke favoured the CEO formally being a voting Board Member, although there was also some contrary views expressed. Interestingly to note, the Perth-based AFL clubs have different structures, with the Eagles' CEO is a Board Member and the Dockers' CEO is technically not (although does attend Board meetings);
- (c) There was good support for:
 - (i) a reduced Board size to no more than 10, with the majority being Member-elected and with the Board Members having the right to appoint at least three of those 10 (or four if the CEO is to become a Board Member) to round out the skill base of the Board;
 - (ii) Three x three-year terms maximum for Board Members;

- (iii) Two x three-year terms maximum for the Chair (with an extended aggregate maximum Board term for a Chair who has also been a Board Member before taking the Chair role of 12 years);
- (iv) extra information flow to Members concerning Members standing for election to the Board, as well as the skills desired on the Board. Information on the desired skills of the Board should be provided in the lead up to calling for nominations for prospective Board Members standing for election, with the Nominations Committee reviewing information provided by candidates. Neither the Nominations Committee nor the Board will have a vetting or veto right to exclude (expressly or by implication) a Member's candidacy for office as a Member-elected Board Member.

4. Office bearers (including Patrons and Presidents)

The meeting supported in principle the proposed structure, although invited the Governance Committee to give further thought as to how the Vice-Patrons could best be described.

5. Member classification and rights

It was accepted that development of this aspect would continue, with any proposed changes to the existing status quo to be considered and discussed at the next forum.

6. Affiliated Associations

The desire for the WACA to support Affiliated Associations was accepted. It was also accepted that development of this aspect should be better informed by the WACA's direct engagement with these stakeholder groups.