

U3A Network Victoria
Draft Minutes
2018 Annual General Meeting
Wednesday 21 March 2018, commencing at 10.30am.

Acting President Elsie Mutton opened the meeting with an Acknowledgement to Country and to all Elders Past and Present. She then introduced Tracey Swadling as the new U3A Network Administration Manager.

Present and apologies

Those present and apologies were recorded.

A special apology was received from Hans Eisen who was stepping down from the Committee after his two-year term and Christine Marett from the ACFE (Adult Community and Further Education) Board.

The Minutes of AGM 2017 Meeting no 29 were accepted on a motion of Margaret Jenkins (U3A Benalla) and Graham Hawley (U3A Ballarat).

Chris Reidy of the Department of Health and Human Services (DHHS) was then welcomed to the meeting.

Reports

Acting President Elsie Mutton tabled her report including some figures on membership across Victoria.

Peter Duncan (U3A Hepburn Shire) asked if these indicated that membership growth had stagnated, as that had not been his experience. It was explained that some data in past years had been inaccurate and 2016-2017 had been affected by input errors. Network urges all Member U3As to take care in entering data annually into the Network Membership Database (NMDB). Acting President Elsie said it will be interesting to compare 2018 with 2017 which should properly reflect the growth in numbers.

Retiring Treasurer Tom Wong tabled his report. His message for the day was 'That the Clock is running – make the most of today'. He mentioned three 'big spends for 2017':

1. Relocation of the Network office to the Ground Floor
2. Biennial Conference
3. Moneys that had been distributed to Member U3As via the ACFE Board and DHHS grants

Questions from the floor related to how the DHHS grants worked in 2017, to consulting expenses for U3A Network, and then to the ongoing cost of U-MAS.

Treasurer Tom Wong explained the DHHS grants and said they would be operating in the usual way in 2018, but that things would change in 2019 as DHHS has indicated they will phase out Program Growth Support Grants for Member U3As.

Susan Webster listed many of the consultants U3A Network contracted in 2017 (Soft Sys, LogicalTech, Evergreen Seniors Advertising & Marketing, SRPro, and Webby Web Design). She noted that most of the work of Network Victoria is still done by volunteer U3A members such as those on the Network Committee. She also noted that the terms of the ACFE service contract endorsed use of consultants in specialist fields like marketing and technology.

Tom Wong moved two motions:

- That U3A Network re appoint Auditor Tregear, Bain and Taplin
- That no change be made to the 2018 U3A Network per capita billing to Member U3As. This would remain the same as in 2017 and the capitation invoice process would start in May- June.

Susan Webster seconded the motions. Carried.

The Executive Report was tabled, and Vice President Susan Webster took questions on it.

Pauline O'Brien (U3A Moreland) asked why no mention of the work on the Constitution had been made, and asked why this work was funded by ACFE? Susan explained that the work on the Constitution was preliminary work and ongoing. U3A Network had negotiated with ACFE that in order to increase the effectiveness of the organisation there would be a Constitutional review. Janice Kelly (U3A Banyule) added that the new draft Constitution would receive legal review before being submitted to Member U3As for their review.

Bob Ryan (U3A Hobsons Bay) noted that only 45 Member U3As were signed in as attendees for this AGM and he asked if this was being addressed. Elsie Mutton noted that a survey had been carried out about four years ago, and Member U3As did not attend for 'all sorts of reasons'. Susan also said Network Committee had proposed to hold one Council meeting each year in a regional centre. Member U3As had indicated this would increase logistical and travel challenges, so this idea was not followed through. Podcasting was being investigated.

The reports were received on a motion of Nancy Miller (U3A Heathcote) and Lee Wallin (U3A Box Hill).

Election of the Network Committee

Acting President Elsie Mutton thanked all members of the Committee for their efforts in 2018 and mentioned it has been a busy and difficult year. She especially thanked the retiring Committee Members: - Anne Thompson,

Janice Kelly, Meg Brown, Tom Wong and Hans Eisen. Each was presented them with a small gift.

Anne Thompson as retiring Convenor of the Network Education Committee then thanked the NEC for their work and the fun and interesting time she had spent on this committee. Lenora Haintz (U3A Deepdene) thanked Anne for her inspired leadership. The meeting expressed their appreciation with acclamation.

As Susan Webster was the only nomination for President, she was declared elected and took the role of President for the rest of the meeting. It was noted that all office bearers and all positions on the Network Committee have a two-year duration, so not all positions are vacant in any one year.

Glen Wall, being the only nomination for the second Vice President position, was declared elected.

Four nominations for the General Committee positions were received: Del Stitz (U3A Glen Eira), Pauline O'Brien (U3A Moreland) Loretta Winstanley (U3A Geelong) and Lynne Hall-Cavanaugh (U3A Ararat). No nominations for General Committee members were received from the floor so the four nominees were declared elected.

The elections of the Committee were carried by acclamation. Susan Webster asked the 2018 U3A Network Victoria Team for 2018 to come forward to be introduced to the meeting. She noted that this team includes many non-elected participants who assist in running Network and providing its services.

The 2018 Network Committee and office bearers are:

President	Susan Webster, U3A Box Hill
Vice President 1	Elsie Mutton, U3A Nunawading
Vice President 2	Glen Wall, U3A Whittlesea
Secretary	Ann Ritchie, U3A Darebin
Treasurer	Vacant
Committee Members	Lynn Hall-Cavanagh, U3A Ararat Pauline O'Brien, U3A Moreland Del Stitz, U3A Glen Eira Loretta Winstanley, U3A Geelong

General Business

1. Chris Reidy (DHHS) reminded all that 2018 was an election year and we needed to contact our local Member of Parliament and let them know what U3As do.
2. Eeon Macaulay (U3A Geelong) then presented a paper on the role and function of the Members Council. His speech is included in full here:

“The focus of this item is to raise serious concerns about Network decision making processes in respect of the **Role and Function of the Members Council (Constitution Rule 80)**

1. The 2013 changes to the Constitution has turned Network from a BOTTOM UP management model to a TOP DOWN one.

2. Increasingly more Grant money is going into Network Administration and related projects.

3. Network has ceased to be a true Umbrella organisation- moving to a corporate management structure, despite the membership comprising separately incorporated bodies.

4. It may become necessary for Members to request the Convening of a Special Meeting in accordance with the Constitution to reinstate the powers of the Members Council.

When Network Victoria was established 30 years ago it was constituted as an umbrella organisation *today* we use the word "peak"

I was a Regional Chair of a chapter of the Victorian Chamber of Commerce and Industry (VECCI). The role of VECCI was

“Demonstrating a commitment to a common national purpose through a shared identity and voice”

Isn't that what we want Network to do - to *Demonstrate a commitment to the common purposes of Member U3As. through a shared identity and voice.*"

Until November 2013 Network operated as a true Umbrella organisation with all major decisions being made by the Members Council in accordance with the then Constitution.

In 2012 the Government changed the Associations Incorporation Act (now the reform ACT 2012) to provide greater accountability of committees of management to their members. This required all such incorporated associations to adopt a new Constitution, based on the new ACT and associated Model Rules, although all Associations were free to modify the Model Rules to suit their own purposes, provided there was no conflict with the provisions in the Act.

At the Members Council Meeting of November 2013, a new Network Constitution (previously circulated) was presented as one of many items of business transacted at that meeting. I challenge process of using the Members Council to make this change. In my view this change should have been made at the AGM (as was Geelong's and many other U3As) or a Special Meeting.

Basically, the new constitution followed the new Model rules with one major exception the **Role and Function** of the Members Council. The Members Council ceased to have any authority over decisions of the Committee also described as the Executive in Rule 4. This change was not communicated to Members by way of a change document. At Geelong we received the new Constitution, and outwardly it looked OK we did not receive any explanatory memorandum highlighting the real impact on the Role and Function of the

Members Council. If we had, we would have objected, and I guess other U3A's were in the same position.

This contention is supported by a statement by then Development Officer Harry Dobson

In the report of 14th of August 2014 Council meeting (under the new 2013 Constitution) the Support and Development Officer Harry Dobson stated:

Quote

" The recent change to the Network Constitution empowers the decision-making role to the Executive over the Council. This makes it essential for each region to be encouraged to have some representation on the Network's Executive and/or Committees. This way all regions can play a role in the broader management of the U3A Organization."

Unquote

Note all members of the Executive/Committee are appointed at the AGM – in this context Regions can encourage their members to stand for election.

In a reply to President of Moreland 9 Nov 2017 the Actg. President said

Quote

The agenda for Council meetings is always very full, and the meetings need to finish on time to allow the Regions Network Group meetings to follow at their schedule time. The agenda for Council meetings is prepared and emailed to Member U3As three weeks prior to the meeting date. For these reasons, the Network Committee agreed there will not be the opportunity for you to present to the November Council meeting.

Unquote

This is not a one-off response as the Council meeting of 15th November 2017 attests -when matters were raised from the Floor the Chair refused to allow discussion. The Minutes did reflect the matters attempted to be raised.

From the beginning of 2014 the Executive started making decisions with no real and effective input from the Member Council.

Some examples:

UMAS (formerly SMMS) In early 2014 the Executive appointed a Consultant (LogicalTech) to Investigate Suitable IT systems to assist members in their Office Administration. It was clear from the outset that the initial Decision of the Executive to adopt the Mornington system (a Commercial product from Softsys Pty Ltd) was going to be adopted- Mornington received \$5000 in compensation. Belatedly the Geelong MYU3A system was considered but rejected based on inaccurate comparisons made by the Consultant. The success of the MYU3A system speaks for itself.

The funding of the UMAS system, as well as the rest of the 2014-18 Strategic Plan, raised serious concerns from the following:

A minute of the Executive Meeting no.270 8th May 2014 stated, in respect of the decision, That PGS Grant money was to be used for the development of UMAS. The Executive said, in respect of comment by David Jenz Senior Vice President:

Quote

David Jenz noted it is a hard decision to take PGS funds for four years to support a common system and leave little grant money for smaller U3As who will not get as much from the SMMS. The Secretary agreed that the benefits at the initiation of a common system would accrue mainly to the larger U3As. She noted that this is where most growth is in the movement, but it will be appropriate to structure the future U3A member grants under the Dept. of Health to favour smaller U3As as was done under the terms and conditions of PGS grants for the last 2 years.

Unquote

I cannot recall later Members Council meetings being advised that this occurred

It should be noted the Dept of Health had earlier agreed to divert Grant Money to the project.

The UMAS financial decisions were based on all the Large U3As using the system, including significant joining fees and annual maintenance costs of \$1.50 per member down from the initial \$2.50 . Annually Network is subsidising UMAS to the tune of \$23854 per annum. Showing that the financial model is flawed.

Policy and Planning Committee memo to Network 9 July 2014 re Executive Minutes 8th May 2014

Quote

- 1. How does the executive propose to fund the proposed software development projects including SMMS and any other technology developments?*
- 2. How does the Executive propose to fund any infrastructure developments, including appointments of additional staff at Network Office as proposed in the Strategic plan?*
- 3. What impact will spending arising from the Strategic Plan have on Grant monies available for distribution to member U3As over the 4-year planning horizon 2014-2018?*
- 4. What cost benefit analysis has been undertaken on the initiatives included in the Strategic Plan and what specific value and outcomes are expected to accrue to Victoria's U3A movement?*

Unquote

No reply was received by the subcommittee chair

ACFE Grant

The executive negotiated with the ACFE Board about grants. The principal objective of ACFE grants is Education with the principal goal of getting people back to work. U3As are specifically prohibited from applying for these grants. Prior to 2017 a general distribution was made to Members. Now the new rules demand a project basis for successful application with strict guidelines. To date 20 grants have been made to 16 U3As i.e. Four U3As received two grants. The wider Membership did not participate due to size and possibly their members not being able to think of and submit suitable applications. The new PGSF grants are now following this same path.

The total of ACFE grants allocated to date is estimated at \$50K -this does not appear in the Treasurers reports. Much of the remainder going into Network Administration.

In July 2017 the Geelong President wrote to the Network President expressing significant concerns about the ACFE process. No reply has been received

During 2017 Moreland President tried to raise a debate at two Members Council meetings but this was refused, leading several member U3As to have a meeting about the whole ACFE process. In a letter from the President of Moreland to the Actg. President, about the need for this meeting it was stated
Quote

Network has the power to explore issues with Member U3As at Members Council.

Network's Constitution and Rules states- Member U3As have the right to raise,

speak and vote on matters. Given the Constitution, a meeting such as tomorrow's (Feb 7 2018)

should not be necessary, but in recent years Members Council has not operated as a forum for discussion.

Unquote

Technology Strategy

In November 2017 Network contracted consultants LogicalTech to recommend a Technology Strategy for Members of the Network. No financing appears in the Treasurer's reports. Members were not appraised of this project- most likely an expensive one with funding coming out of grants. The objectives of this report, if implemented, will result in Network having a major say in what goes on in Member U3As with or without their approval. A focus of this Study is to explore opportunities within the following areas

Quote

Within participant U3As

Between U3As

With partner organisations (read Government Funders)

With U3A Network

Unquote

To be successful the Strategy calls for the ability of Network to access Member admin systems to extract a wide variety of information. These and related documents are held within a select Network project group.

MYU3A was approached about giving access to its database. This was refused on the basis that it has members in three States and more importantly for privacy reasons. Network, having control of UMAS, will undoubtedly grant such access, hopefully explaining the reasons to UMAS members.

Constitutional Change

Active consideration is being given by the Executive to amend the Constitution to give even more power to the Executive and to make Members subordinate to Network policies in respect of any complaints Network receives about the functioning of individual Member U3As. So far, the wider membership has not been consulted about this activity.

There were even documented proposals that the Members Council should be abolished.

To reiterate what was said at the beginning

- 1. The 2013 changes to the Constitution have turned Network from a BOTTOM UP management model to a TOP DOWN one.*
- 2. Increasingly more Grant money is going into Network Administration and related projects.*
- 3. Network has ceased to be a true Umbrella organisation- moving to a corporate management structure, despite the membership comprising separately incorporated bodies.*
- 4. It may become necessary for Members to request the Convening of a Special Meeting in accordance with the Constitution to reinstate the powers of the Members Council*

Following this presentation Eeon moved three motions.

1. That these comments be recorded in the minutes and immediately circulated to all Member U3A
2. That this statement be placed on the agenda of the Presidents Briefing and the next Members Council meeting in May 2018
3. That any proposal for constitutional change be placed before a special meeting, including explanatory memorandum, detailing the nature of the proposed changes and the difference between existing clauses and the proposed amendments

Seconded Sue Brown (U3A Mallacoota).

President Susan noted the time constraints on the AGM and said that it is intended to make the role of the Network Council a discussion topic at the President's Briefing on 16 May and the June Council meeting. She asked if there were any urgent comments or questions. Some discussion ensued. Glen Wall (U3A Whittlesea) suggested an amendment 'to include this

statement in Strategic Plan process'. Eon Macaulay and Sue Brown accepted this amendment.

A vote was taken from U3A Council Delegates by show of hands. With 58 for the motion and three against the motion was carried.

The AGM closed at 11.00am.

DRAFT