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**Founded:** 1972 by Pearl Batchelor OAM

To:  
The RDA(NSW) Young Executive Committee and Centre Members  
[rdayoungnsw@bigpond.com](mailto:rdayoungnsw@bigpond.com)

6 July, 2020

Re: Chair response to letter from Young Centre on Board probity and processes

Dear Executive Committee and Centre Members,

The Board is in receipt of your letter dated 25 June, 2020 that was circulated to all Centres, SNC, CASP and RDA(NSW) Life Members. May I suggest that in future 'RDA Young Centre' demonstrate the courtesy of initially raising issues with the Board directly in the first instance through State Office so that the Board can be given a chance to respond accordingly prior to group distribution of concerns or issues.

I hope the following information may clarify any issues you may have. Please find the following responses, in 'italics', to your five (5) queries below:

1. The Board and all Centres received an email on 19 March 2020 at 0838hrs from the Executive Officer Jan Pike stating her intention to retire and stating she would not be standing for re- election. Note this occurred one day after the closure of nominations on 18 March 2020 at 1700hrs. Did the Executive Officer Jan Pike on or before the 18 March 2020 nominate for the Board using the correct process?

- *On the 15 March, 2020 the EO, Jan Pike advised the Board of Directors that she had decided not to accept nomination as a Director of RDA(NSW) for the coming term of office.*
- *On the 19 March, 2020 Jan formally advised all Centres, SNC, CASP and RDA(NSW) Life Members, of her resignation.*
- A continuing Director who is not required to stand down at the AGM does not need to have a nomination.

2. The notice of retirement appears to have been rescinded as per email sent to all Centres from the Executive Officer Jan Pike on 7 June 2020 at 0944hrs. From our understanding there should be a motion from the Board to reverse and accept the Executive Officer Jan Pike's intention not to retire. We request you provide evidence of discussion, motions, and decisions of this outcome.

- *With Jan advising all Centres of the reasons for her change of mind in relation to continuing her volunteer work as a Board member, the nature and timing of this change of mind, had no effect on her continuing as an elected Director of RDA (NSW) or, in her rights to be involved in the process for deciding the Directors that would be required to continue their Board position past the 2020 AGM.*
  - *It is not the understanding of the Board that there "should be a motion from the Board to reverse and accept the Executive Officer Jan Pike's intention not to retire".*
3. Under the *Riding for the Disabled Association (NSW) Constitution* Clause 30.4 states: -  
*"Should any adjustment to the term of Elected Directors under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board of Directors. If the Board of Directors cannot determine as between Elected Directors who have been in office for the same period, those to retire are to be selected by lot. Elections to subsequent Board of Directors shall then proceed in accordance with the procedures in this Constitution with a maximum of half the Board of Directors retiring each year for the purposes of this Clause"*

We request you provide evidence that all current Directors were given the opportunity to be part of the decision to use a secret ballot rather than by lot, to determine the Directors who would retain their position. Was this decision by consensus or direct vote? How was this decision recorded? Provide evidence of the record.

- *The Board can assure 'RDA Young Centre', and all Centres to which your complaint was circulated, that it complied fully with the provisions of the State Constitution, company law and procedural fairness in the process of determining the Directors who would retain their Board position.*
- *Every Director was involved in every stage of determining the process for ensuring continuation of a maximum of half the Board of Directors as outlined in Clause 30.4 of the State Constitution.*
- *The issues to be covered and dealt with were such that discussions were very extensive and protracted and involved ALL Directors and made with all the due diligence required of such an important issue. As a result:*
  - *ALL Directors were involved in the discussion*
  - *ALL Directors expressed their views*
  - *ALL Directors voted on the proposal.*
  - *ALL Directors' votes were taken into account.*
  - *The Board followed the process strictly in accordance with the result of the voting by all Board members.*
  - *The voting was in accord with the requirements of the Constitution.*
  - *The final result was in accordance with the processes required to give full effect to the decision of the Board.*

4. Upon the decision that a secret ballot was to be used, how was the secret ballot conducted to determine the Directors who are to remain? Who were the scrutineers? Were they independent of the Board? If they were not, why?

- *Each Director was advised that a secret ballot was to be conducted as per the Board decision in relation to the provisions of the Constitution.*
- *Each Director was given a clear instruction on the process to be followed in relation to the ballot.*
- *Each Director was given a ballot paper with the names of all parties listed.*
- *The ballot paper used was similar to the ballot paper which has recently been issued by the Company Secretary for the voting to take place in respect of the election of Directors.*
- *Each Director was made aware that it was to be a secret ballot.*
- *Each Director submitted their ballot to State Office as an attachment to an email.*
- *The Office Coordinator was asked by Directors to be the Returning Officer and Scrutineer. It is noted that no Director objected to this.*
- *The Office Coordinator was requested to nominate another person to act as a scrutineer. This use of a second scrutineer is greater than the requirement of the Constitution, which refers to “a scrutineer” for such ballots.*
- *The Office Coordinator was under instruction that the emails were NOT to be opened until after the close of the voting but was to forward a copy of that email and voting paper to the second scrutineer.*
- *The Office Coordinator held and forwarded the emails as instructed.*
- *To help ensure that the process was not tainted by undue influence, the Board had absolutely no say in the choice of the second scrutineer. The decision was left entirely to the Office Coordinator and the Office Coordinator did not announce, in advance of the date of the counting of the results, who the second scrutineer was to be.*
- *All Directors were advised that they would be given the opportunity to log in to a teleconference meeting to witness the process of counting the votes submitted by the Directors.*
- *An open invitation was made to all Directors to join the teleconference for the counting of the votes, with this invitation being made well in advance of the counting of the votes of the secret ballot. As participation in the teleconference was voluntary, the Board had no control over those who wanted to take part in the teleconference.*
- *As Directors waited, the Office Coordinator tallied the result.*
- *The second scrutineer, who the Board understands was not in the same location as the Office Coordinator, checked the results of the Office Coordinator against the results of ballots received.*
- *The Office Coordinator and the second scrutineer confirmed to the Board that the results of their separate counts were identical.*
- *The Office Coordinator, in the presence of the scrutineer, announced to the Board the names of those who were elected as the “continuing Directors”.*
- *As it was a secret ballot, the details of the voting were not relayed to those watching online, only the results of the secret ballot.*

5. In accordance with guidelines issued by the Australian Electoral Commission ([www.aec.gov.au/Voting/ballot-draw.htm](http://www.aec.gov.au/Voting/ballot-draw.htm)) it states that the order of names on a ballot paper for an election should be random which can be achieved by drawing from a hat or other suitable means. In the email with the ballot for vacant Board positions received on 12 June 2020 at 0003hrs, we note that the nominations on the ballot paper are in alphabetical order. How was the order of names on the ballot paper determined?

- *The Board notes that the web page referred to is dated 3 December 2019 and states: “This page describes how the positions on the ballot paper are determined for the House of Representatives and Senate”. While the process described in that web page clearly results in the order of names being random, with respect, that page does not say that “the order of names on the ballot paper for an election should be random” as asserted in your Centre’s question. All that the page does is explain the process.*
- *The Board accepts that one of the methods of determining an order in which names appear on a ballot paper is by “drawing names out of a hat” (or balls out of a barrel as used by the Australian Electoral Commission). No doubt, there are many other methods that could be used to choose the order in which names could be placed on the ballot paper. That does not mean that using alphabetical order is inherently incorrect or improper as appears to be implied by your Centre’s correspondence.*
- *It is trusted that your Centre is not implying that the Centres voting in the ballot to choose Directors are not committed enough to the process to vote according to their actual preferences?*

To help clarify some matters raised, please note the following:

- Directors sign a Confidentiality Agreement when elected to the Board so that Board deliberations can be discussed without any impact on our Centres, Volunteers and Riders.
- Directors reference the new RDA NSW State Constitution ly on a daily basis) to ensure governance and decision making is based on the agreed constitution which, among other things, is designed to protect the good name of RDA(NSW) and our Centres, Volunteers and Riders which should not be overtly or directly defamed in any way.
- The outcome of Discussions, conversations, questions, and deliberations made during Board meetings are recorded in Board minutes.
- "Board Talk" evolved bringing transparency to Centres, by sending 'extracts' from Board Minutes to keep Centres informed on discussions held at Board Meetings without having often sensitive and confidential Centre issues displayed in detail to all.

It is important to note that all Board members are volunteers like all Centre volunteers. But, in addition to that, have additional tasks and responsibilities to perform in compliance with not only procedural fairness, but also under the terms of the Constitution of RDA (NSW) as well as under the provisions of the Corporations Law.

Breaches of the provisions of the Corporations Law can result in the Directors being personally liable for their actions and can face serious penalties under the law for improper dealings in relation to company affairs. Notwithstanding these potential liabilities, the Board has, at all times,

acted in what the Board considered as being in the best interests of RDA (NSW) and with the highest standards and integrity.

With three of RDA Young Centre Members accepting nominations as Board Directors for 2020, I hope that this clarification of the Board process regarding the matters you raised will allay your concerns and will provide a 'clear slate' for ongoing amicable working relationship with the four remaining Directors (being Tracy Lucas, Jan Pike, Joseph Orland and myself) and any of the two Directors who were required to stand down and who may be re-elected.

In closing, if Nominees from RDA Young Centre have the privilege of being elected to serve for RDA(NSW), I look forward to working with them for the benefit of all RDA (NSW) riders and volunteers in what is an amazing community organisation.

Yours in RDA,  
Margaret Norman OAM  
Hon Director/Chairperson  
Riding for the Disabled Association (NSW)  
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*"RDA (NSW) is a volunteer organisation that provides horse - related activities to enrich the*

*lives of people with disabilities"*