

1 Meeting Opened

- It was determined that a quorum was present.
- **Meeting declared open** at 14:24
- **Attending:** Doug Burbidge (chair), Anna Hepworth (administrator), Jack Bridges (elected board member), Cathy Cupitt (elected board member), Stephen Griffiths (elected board member), PRK (elected board member), Margaret Watts (elected board member), Lexi Hemsley (treasurer, arrived 16:25).
- **Apologies:** Stephen McGlone (elected board member)
- **Minutes from Previous Meetings:** Accepted as noted in next section.

2 Matters Arising from previous minutes

Accepting minutes:

- 2015-Feb-15 – Doug made corrections as noted:
 - Attending: Cathy's name incorrect (only one P in 'Cupitt'); Stephen [McGlone] was recorded as 'Steve'. Stephen's arrival time not noted.
 - f1 as first dot point
 - Several instances of 'Steve' instead of Stephen
- 2015-March-22 [two sections, general, 1 section In Camera]– no corrections noted
- 2015-April-5 [immediately following WASFF AGM]
 - Incorrect date – was listed at 9th April
 - formatting error corrected.
- Doug proposes that we accept the minutes of 15/2/2015, 22/3/2015 (two separate sections) and 5/4/2015. All in favour.
- AGM – first four pages are up on website in draft, but page five needs additional information as provided via email. This needs further attention.
- 2015-March-29 minutes outstanding (2 parts).

Doug suggested that we discuss some of the strategic matters before dealing with matters arising. Cathy requests that we deal with anything urgent. Doug has not followed up on the WASFF grant; neither has Cathy. Also need to deal with hotel contract – jump ahead to CSC.

Doug welcomes Margaret W and Stephen G to the Board. Board meets approximately 6 times a year, deals with other matters online.

2.1 Collected matters arising from previous meetings

- Given how late the meeting had run, this was skipped in favour of other items on the list, most of the matters arising are being put forward to next meeting.
- However, Doug brings up the issue of the WASFF grant for Jesse (more information required before we can approve or not, as we need to know how the money would be spent in a way so that it fulfils our charter). Cathy – while this is something important, not currently enough time to address it. Doug and Anna will have a go at this next Tuesday.

3 Correspondence

- from: Andrew Williams – dropbox invitation to Anna to access an archive of Old SwanCon stuff, including Access database; see administrator's report.

4 Chair's Report

- Broad strategic topics
- One issue that happened in March/previous board is that we refused membership to a member of the wider SF community, which has brought up issues with the process that we currently have, and the regulations and by-laws associated, and thus we need to review these. On a separate but related note, there is legislation in parliament about changing model constitution for non-for-profit groups, which may mean that we can throw out our existing constitution, use the model constitution, and then add the details in that are appropriate. Margaret – there are a lot of details in the existing by-laws that should be policies rather than by-laws, because of the way to change things. Doug – originally done so that the board couldn't abuse process, Margaret – too unwieldy. Doug – experience that it gets in our way and probably wouldn't stop abuse of the system if someone really wanted to do so.
- Doug – in this meeting – we need to set terms of reference for his proposed CSC review. Need to have some ideas about what that might be.

5 Treasurer's Report

- Jack functioning as interim treasurer.
- There are ongoing issues with things that were not paid after Swancon – these are still being pursued. AdVans invoice: has been paid by direct debit by Jack, but Helen has paid by cheque, and AdVans are still pursuing us for payment. Did not need a second person to approve the direct debit, because the 2015 account was set up as a single signatory.
- Doug – speaking of bank errors – why are there no bank statements? Jack – because they are sending them to my personal address. Jack presents them to Doug. Apparently this has happened before.
- Not a lot of activity on the accounts. Jack has direct debit authority on all the accounts.
- Need to change all of this in banking minutes. Doug has that drafted in Word. Will be done once Lexi is here. As Jack and Lexi have not had handover, Lexi is not yet functioning as treasurer. As a functional issue, this is not a problem, but in terms of where the hats are, it is an issue.

6 Administrator's Report

- Received from Andrew Williams – materials from SwanCons 15, 16, 17, 22, including some membership lists. Would be good to get materials from others. Membership list for 22 is in old Access database format that Andrew is unable to read.

7 CSC Chair Report

- Hotel contract – Jack proposes that we need to sign it and get the cheque signed as well.
- PRK – Rohan points out that we have to make changes. The amount in the contract and the amount on the invoice are different.
- There are a number of discussion points from the CSC mailing list.
- PRK requests that we approve the price and the venue. and to authorize the budget variation from \$28K as previously authorised to the \$29,500 needed for the changed costs for the PanPac hotel.
- Stephen G suggests that we debate Rohan Wallace’s request that the budget be higher so that we can open the gaming room until 3am (at \$400/hour). Board members who are of the concom are not making positive noises, particularly given that we are already running at a deficit, not happy. Jack, as concom treasurer but a non-gamer, doesn’t see this as a good expenditure.
- Stephen G queries the idea of a conservative budget that has a loss. Anna points out that when we run a conservative budget that breaks even, we sometimes have a very large surplus, which is not necessarily our goal. Generally the conservative budget is an idea of our risk, but that in general we don’t expect things to be that bad. While we have a buffer, this is our due diligence, so that we know what our risk is. Stephen G – we are heading into potential wide ranging poor financial conditions. Doug – at present we have a good buffer, so we can afford a small risk of loss. Jack – we have about \$37K in our ‘high interest’ (~2%) savings account.
- Motion brought by PRK – budget variation – “That the SwanCon 2016 budget line item for venue be amended to \$30,000” Moved PRK, seconded Jack – carried.
- Motion brought by PRK – “The board authorise the CSC to sign the venue contract with the PanPacific” moved PRK, seconded Jack - carried. CSC will address any issues identified, board don’t need to follow up on this.

7.1 Budget variations

- PRK: Can the board authorize the CSC to approve small budget variations, rather than having small amounts thrown up to the board. This would facilitate quick turnaround of small changes (eg. for costs above quote). Lexi was queried about a way to handle that, xie suggests that one option is to allow an amount of spending over the budget before a budget variation is required.
- Various scenarios were discussed, and where the line between micro-managing and responsible supervision lies. Given that the CSC has a number of board members on it, and we are assuming some level of responsible behaviour on behalf of that group, what we need is a line in the sand of what they can reasonably approve.
- Suggestion was up to 5% of board approved outgoings. Cathy – should this be 5% of the conservative budget, as this is a smaller number than 5% of the optimistic budget? Stephen G – at some point of the year, can we reasonably move to the optimistic budget? General agreement was that that is a separate issue. Margaret – do we need to make it explicit that this isn’t about adding things to the budget, but that it is petty cash for variations to line items.

- Moved: “That the Board delegate to the CSC budget variation authority of cumulatively up to 5% of the last board approved conservative budget expenditure.” Moved: PRK, Seconded: Lexi – carried.
- Cathy – should we have a more nuanced delegation of budgetary discretion closer to the convention? PRK – is this part of the review? Cathy – no, this is an existing problem that we know exists. Doug suggests that one work around is for the CSC chair to present the variation to the board to rubber stamp the changes, such that the conservative budget then sits at a higher point, so that there is that higher 5% reset point.

8 General Business

8.1 Terms of reference, CSC report

- Start with Stephen G and his vision: There have been significant complaints over the last few years; two separate consoms have not been happy with the running of the CSC/CSC structure, and the ways that it interacts with the WASFF board.
- PRK – requests that Stephen G be clear as to what is his opinion, and what is report, so that we know what is coming from the community.
- Stephen G – some years the communication has been very good, and some years it has been bad enough that convenors drop out because they don’t feel like they are being heard at the WASFF level. There needs to be something that keeps things online.
- PRK – who has dropped out due to lack of communication? Stephen – Tom Eitelhuber and Kat Griffiths. With Kat, there were other things happening as well which might have been better handled by the CSC. We need better guidance and diagnosis from the CSC, so that people have some idea of what the milestones and key performance indicators and basic things that need to be happening needs to be given to people ahead of time, and the terms of reference should provide for the authoring of documents like that. I know we have a wiki but it seems to be referred to in breach rather than anything else.
- Stephen G – in addition, I’ve had complaints from Samara, Tom, and Kat; so we have three cons from the last three years where people haven’t been happy, because things haven’t been clear (in year one the process was not clear). Various bits of infrastructure that one would assume would be basic CSC stuff and process and induction was either not in place or had yet to be built. In the second year we had the issue with the convenor leaving halfway through, and the next year a convenor who suffered significant health outcomes from all things happening at once. Involvement with SwanCon was a factor, and I think that as the CSC should be steering the conventions, we should identify and regulate before there are calls in and out of hospitals; before people are being appointed ad hoc as convenor.
- Stephen G – Tom wrote a letter to the board with lots of comments. Doug reports receiving it and sending it on to Dave Cake for the original planned review; Doug will send to Stephen.
- Cathy – our primary driver is that we want to take care of our volunteers, and that you want to **review where there are gaps, missing information, and better procedures that should be in place.** Stephen G – and inductions. I think things are improving every year – the complaints from 2015 are not the same as from 2013 or 2014.
- Cathy – that answers my question. Interested in the terms of reference now.
- Stephen G – also want to **talk about the sub-committees, and the role of the CSC in setting direction.** There is lot of stuff that happens strategically at the WASFF level, that in terms of adopting awards and things the CSC tends to pick up the responsibilities in

implementing. The CSC should have more of an input – such as interactions with other state conventions and other fanish organisations. Obviously WASFF is a better place to hold it but there needs to be better input. For 2015 there wasn't enough communication with the NatCon. It didn't help that they weren't communicating as well. PRK - NatCon lodged something with Doug.

- Cathy – so, as well as looking at our volunteers and internal communications, you want to look at external communications? Stephen G – yes, and look at the CSC as the repository of communications.
- Cathy – this sounds like findings. Looking ahead helps with working out what needs doing, but rather than letting you burn out, how do we cut this task into manageable chunks? Maybe we should look at two steps – start with volunteers and internal communications; and make notes on the external when issues/topics come up, but that they not be the focus on this round. Stephen G – yes, given that the findings should require a second round, so that we can look at implementing.
- Margaret – is this about getting information so that the board can start with working out approaches, or are you looking at giving recommendations? Do we already have this information, or do we need it before we can make decisions? Cathy – Stephen G is pushing the project, but we get to specify what we are after. Margaret – if we are after recommendations, then it is a different task.
- Jack – there is the possibility that we are the problem, so we might not want to be specifying too hard. Margaret – want to make sure that we aren't stalling on information we already have. Doug – the AGM wants a report, which is what Stephen is doing.
- PRK – **want the scope to look at the 'Bylaws Part 1 - Regulations made in accordance with section 13.1'; including all of regulation 4 about how the CSC works.** The review needs to look at where the CSC is or is not meeting those, and if that isn't appropriate, where do the regs need to be changed. Cathy – that is about procedures, so as long as it is only the regs relating to the CSC, and the function of the CSC board and convenors, and how those are working together. PRK – **Regulation 4 through to sub point 4.23.11. ie. how has the CSC worked within these regulations – have the issues come from the CSC working outside the regulations, or does the problem start from the regulations?**
- Doug – what we have known for a while is that some of the sub-committees work and some don't. PRK – sub-committees are not in the regs, they were implemented by the CSC. What has worked and what hasn't mostly comes down to the people. Doug – while we know that some sub-committees aren't working, and we would love a solution, we shouldn't be expecting Stephen G to solve that. Cathy – we should have information that allows us to develop solutions. Stephen G – as purely volunteer organization, some years we just don't have the people.
- Cathy – again, limiting the scope – how significantly different are the new regulations that are coming out from the government? PRK – none of Regulation 4 will be in the model, and we might have to just copy this across. Cathy – important that we don't review things that aren't going to exist when the new constitution comes out.
- Margaret – the constitution that we have at the moment is based on an American pro-forma, but having read the proposed new one in the policy section on the government website, the new one isn't going to be that much different.
- Doug – another thing – if WASFF board delegated powers, rather than having concoms come to the CSC who then come to WASFF and then back, items such as the previously discussed smallish budget amendments might not have to come all the way up. Cathy – again, this might not be part of the scope, because that should be broadly focused; please

identify what is and is not working. Once we know what is and is not working, it would speak to what powers we might delegate. I don't know that we want to make it a key part of the brief, it will be cause and effect. Stephen G can look out for those kinds of things.

- Margaret – are we assuming that the current structure is continuing? Stephen G – the AGM gave a mandate to review and report back, but not to amend. Margaret – are we reviewing the scope and powers, or the existence of the committee? Cathy – if everything comes back with 'nothing is working, there is no solution', then would we be able to get rid of the CSC? Stephen G – pretty sure that every convenor would be in favour of some form of the CSC, because the WASFF board meetings aren't particularly of interest to them for the majority of the time, which leads to bad decisions when things get rushed.
- Doug – one point of the terms of reference – **Stephen G to carry out interviews with past and present convenors and/or concom members, CSC and WASFF board members, as might inform the review of the system.** Jack – this could be something where we look at how bad things were before the CSC. Stephen G – probably keep it within the decade. Cathy – we shouldn't need to go back all that far, unless we think that things have been lost.
- PRK – we could restrict it to the 2011 concom onwards, as they bridged both, and had both systems. 2012 had a little of both, and 2013 had only CSC. Doug – unless Stephen feels we need to impose such a restriction, can we leave the discussion of years covered there.
- Margaret – do we need to specify some focal areas? Stephen G – **pre and post committee engagement with the community.** Cathy – one question – in the most stressful moment, what helped and what hindered? We need to know the things that helped, as people don't always think about that when they are focused on what isn't working. **What did work, what helped alleviate their stress, and whether it was formal or informal** is all important. If there is an informal support network that helped, then we need to work that out. Stephen G – yes, committees are evolving as the community and the cons change. Cathy – an induction could contain who do you go to if things are stressful; we tend to assume that people have been involved in the community a long time.
- Doug – we have one term of reference – **to interview a range of community members.**
- Doug – what other aspects? Cathy – I want to know **people's wishlists/expectations.** Margaret – the **community's vision for the CSC.**
- PRK – people report that at the beginning they didn't want the CSC to intervene, and then at the end they wished that the CSC had intervened earlier. Doug – is induction part of the terms of reference, and what should go in it? PRK – maybe that needs to be something we address if people bring up as something that was needed. Anna – having offered incoming committees induction type opportunities, and got lack of response, I'm not convinced that it is going to solve any issues.
- Cathy – some of our committee members don't know their legal requirements in being on the committee. In the past, I didn't always know what I was required to do exactly, and what I had latitude on. If the answer are that people didn't know, then we need to be telling people that, so that it becomes that induction is a requirement, rather than an optional thing. **I would like it to be asked whether people know their responsibilities.**
- PRK – very much against people being asked whether they would like specific details/functions. Margaret – but we probably need to give some ideas of things that we do want. We want to know what they wanted to have happened.
- Cathy – depends on how structure, and how much time you have. If you start with the 'what went well, what went right, what would you have liked' and then bring up ideas that the board have thought about as possibilities, what are your opinions on that.
- Stephen G – are the reports coming through the CSC distorting info?

- Anna – do we need to consider people who have not been convenors, but might wish to be later? Cathy/PRK – that is round two.
- Jack – when talking about CSC, are we talking about the sub-committees as well? Or is that too hard? Stephen – if we limit this to convenors, we will get some information. Jack – the sub-committees are so empty, not working has to do with lack of people. Cathy – we have been focusing on convenors, and their burn out, but at the moment we have issues with the CSC sub-committees, and what the structures are and where the problems are, and such might need to talk to CSC members. Cathy – if the CSC is genuinely under-resourced, and the convenors that need support that we can't provide, what can we do.
- PRK – does this mean that there is a mismatch in expectations as to who wants who to do what. Stephen – Tommo commented that he didn't know where the CSC stopped and the WASFF board started. When Tommo resigned, and Sharpy came in, the balance changed, and the way that concoms engaged with the CSC changed. Cathy – that is part of the way that new systems get set up. You are talking about cultural shift, which is to be expected with new systems. But this review is to be strategic about that kind of cultural shift, looking at what is toxic and what is helpful.
- Cathy – we have talked specifically about issues with convenors and the CSC, how about the WASFF board? Margaret – there will be commentary on the WASFF board. Stephen G – yes, there will be complaints. Then we need to find out where the disconnect happens, and whether the members of the board have a similar opinion. Margaret – focus more on structures/system, not individuals. Doug – why did it fail? Do the concom and the board see the failure in the system as having come from separate places. Cathy – in the CSC one issue is resourcing; for the board one of our issues might be **engagement with rules and regulations, how that conflicts with the day to day tasks**, that might fall out. So the what is working issue for the board is how are the regulations going, given that the board is constrained by the regs in how they are working.
- Doug – in the ideal case, if we have a report with enough lead time before the AGM that contains suggested changes to the regs, we would have a chance to present those suggestions to the AGM.
- Cathy – Stephen, are you looking at having others involved, a sub-committee? Stephen G – interested in approaching some others, in particular PRK, Jack, Samara Morgan, Doug. Cathy – that sounds like a great idea. PRK – are we going to present a report that includes the research methodology, or just the findings/recommendations. Cathy – not always appropriate for everything to come to the entire board, but useful to have responses.
- PRK – are we allowing for pseudonymous/anonymous options? Cathy – is the community large enough? PRK – I think that maybe we should go for everything being that way. Cathy – I disagree – we have the original report with names, in camera, and then present a summarized/synthesized report. Anna – I'd rather see themes, with supporting statements, and maybe a list of which groups they come from. PRK – queried methodology, useful for if we wish to review in the future.
- General review of above notes so that terms of reference can be generated. PRK summarises them as:
 - Communication: ConCom to CSC, CSC to WASFF. Distortion? Dissemination? Reporting requirements.
 - Intervention: When, how, and by whom, to whom?
 - Financial management.
 - Infrastructure.
 - Support

- Resourcing
- Expectations
- Knowledge management
- Operation of CSC within regulations (reg 4).
- Discretionary v. prescriptionary
- Structure of CSC (eg. sub-committees) to meet requirements
- Interview past and present concom, CSC and WASFF board members
 - not historical – CSC onwards, eg. 2011 to present
- Knowledge of responsibilities and legal requirements
- Specific set of questions to ask people based on role
 - ConCom: what worked, what didn't, what did you expect, what could be improved?
 - CSC: what worked, what didn't, what did you expect, what could be improved, resourcing?
 - Board: what worked, what didn't, what did you expect, what could be improved, regulations?
 - Answers to sub-committee excluding PRK
- Emergent themes (anonymous) to board and public
- Stage 2 – solutions to identified themes are part of the next phase of the review.
- Motion: "That the board appoint Stephen Griffiths to co-opt and chair a sub-committee for the purpose of undertaking the CSC review." Moved: PRK, Seconded: Cathy. Carried.
- PRK raised the issue of a consent form. Some discussion. Anna suggests that we need to specify why we are collecting the data, what we are going to do with it (data retention and data dissemination) and revocation of consent. Anna and Stephen to liaise on construction of simple consent form.

8.2 Aurealis

- Motion: "That the board appoint PRK to act as the Aurealis Award convenor for 2015 through 2017, with awards given in the following years" Moved: Lexi, Seconded: Cathy. Carried.

8.3 Refusal of memberships

- Following on from the events leading up to SwanCon 2015 that led to the refusal of a membership to a member of the wider community, we need to review our procedures. Anna suggests that we need a specific meeting to focus on this. Cathy requests discussion of best practice. Margaret offers to look at what other organisations are already doing, so that we have a basis for the discussion.

8.4 Dates of Next Meetings

- Two meetings to schedule
- Special meeting, July 11, 10am
- Next general meeting – take to the WASFF list, some time in August.

9 Meeting closed

- The Board Meeting was closed at 17:24.