



**Minutes of the SPELD NZ Annual General Meeting held on
16 September 2017
Venue: Selwyn House School, Christchurch**

Attendance: Professional Members & Life Members

Surname/ First Name	LLG	Surname/ First Name:	LLG:
Alce, Julie	Canterbury	Marshall, Faith	Hawkes Bay
Alexander, Judith	Auckland	McAuliffe, Cate	Canterbury
Ashman, Lynne	Manukau	Michell, Susan	Nelson
Baldacchino, Linda	Gisborne	Milne, Linda	Canterbury
Barnsley, Christine	Dunedin	Moroney, Christina	Wellington
Beach, Helen	Canterbury	Morris, Kim	Franklin
Bennett, Jane	Manawatu	Moyle, Susan	Auckland
Bjarnesen, Cathryn	Rotorua	Neville, Angela	Auckland
Bosman, Carin	Auckland	Powell, Mary	South Canterbury
Boys, Beverley	Mana	Rusden, Joan	Manawatu
Cary, Laura	Canterbury	Sanders, Alexa	Canterbury
Coleman-Smith, Donna	Dunedin	Scanlan, Peter	Hutt Valley
Conly, Elizabeth	Canterbury	Thomson, Penny	Canterbury
Conway, Inez	Hutt Valley	Trotter, June	Southland
Evans, Katrina	Canterbury	Voges, Carina	Canterbury
Fairbrass, Marion	Canterbury	Walthew, Anita	Waikato
Fanshawe, Isobel	Canterbury	Wards, Karen	Dunedin
Gentle, Terry	Southland	Wells, Lois	Canterbury
Giblin, Cath	Eastern BoP	Whiting, Karen	Nelson
Halford, Heather	Southland	Williams, Debbie	Mana
Hey, Angela	Taranaki	Woodhead, Carla	Western BoP
Hicks-Mason	Canterbury		
Hurst, Hilary	Blenheim	Friends Of SPELD NZ	
Hutchinson, Shona	Auckland	Membership	
Inglis, Karen	Canterbury	Drummond, Jeremy	Auckland
King, Wendy	Bay of Islands	Liffiton, Blair	Dunedin
Kirk, Judy	Canterbury	Faulkner, Becky	Canterbury
		Roulston, Jean	Dunedin
		Walker, Cheryl	South Canterbury

Apologies: Sharon de Castro (Blenheim), Eleanor Boyce (Auckland), Marg le Gros (Nelson), Adrienne Dawson, (Nelson), Wendy Tyghe (Gisborne), Fay Forde (Southland), Anne McCarthy (Southland), Mary Hogwood (Taranaki), Rosemary Lawrence (Wellington)

Moved from the Chair: that apologies be accepted.

Peter Scanlan.

Carried

Welcome - Chair

Meeting commenced at 1:30pm

1 Peter Scanlan welcomed everyone to the 2017 AGM and introduced members of the Board. Peter also advised the rules of speaking and voting.

Motion: That we adopt the rules of speaking (as read) for the 2017 AGM.

Moved from the Chair by Peter Scanlan. Carried

- 2 Confirmed that all Proxy votes have been checked.
- 3 Confirmed that all in attendance were members.
- 4 Confirmed that we have a quorum.

Previous Minutes & Matters Arising

1. Minutes of Annual General Meeting held at Intercontinental Hotel, Wellington September 2016 were circulated.

Motion: That the minutes be taken as read.

Moved from the Chair by Peter Scanlan. Carried

Amendments:

The spelling of the name Beverley Boys in the DST General Business item to be corrected.

2. Matters arising: Peter Scanlan referred to General Business Item 1 from the 2016 AGM That the Professional Standards Committee investigates whether the DST-Junior and DST-Senior Dyslexia Screening Tests can be accepted as an entry level assessment for SPELD NZ tuition and financial assistance, where the WJIV is not a financially viable option. Peter reported that the PSC carried out an investigation and reported its recommendation to the February Board meeting. On the basis of the report presented, the Board resolved not to accept the DST as an entry level assessment for SPELD NZ tuition and financial assistance.

Annual report (Chair, Executive Officer, PSC) covering our four strategic goals, was presented to the AGM by Peter Scanlan, Marion Fairbrass and Jeremy Drummond

1. Peter Scanlan talked to the report on sustainability.

- i) Discussion at Board level about government funding for the direct benefit of students who receive SPELD NZ services. The Board made a submission to the parliamentary inquiry on dyslexia, dyspraxia and autism. This will be posted on the website in due course.
- ii) Evaluation of Board performance through self-review and feedback from members. Committees for Policies and Complaints Management also contribute to review of performance of the organisation.
- iii) Peter thanked Sue Radcliffe in her role securing funding.

2. Jeremy Drummond spoke to the report on Executive matters:

- i) Raising awareness of SPELD NZ and its services: Jeremy summarised the wide range of platforms for communicating SPELD NZ services through the media, the development of partnerships with key stakeholders and a vast array of inquiries related to dyslexia.
- ii) Despite having a very limited budget for advertising or marketing National Office nonetheless made sure that maximum exposure was achieved for minimal cost in a wide range of ways. She noted Julie Connor's contribution to media awareness, particularly through Facebook.
- iii) Stakeholder relationships meetings including NZCER, NZQA, Ministries of Education, Social Development and Health, Professor Everatt, member updates. Dr Anna Wilson and Aidan Milner are adopted as Champions of SPELD NZ.
- iv) A summary of the breakdown of membership was provided. The summary will be made available on the website following the AGM.
- v) Staffing and management: Each staff member brings a special talent in addition to the job descriptions. Volunteers providing administrative input in the office were acknowledged, with particular thanks to Lyn Davis for working on Moodle and Jean Roulston for processing statistical information.

3. Marion Fairbrass spoke to PSC matters

- i) The committee operated with only three elected members for part of the year, after which, Eleanor Boyce was co-opted.
- ii) Major projects included the Targeted Review of Qualifications and WJIV Guide and associated professional development.

- iii) Development of Skype for lesson observations and appraisal is an effective tool.
- iv) Conference 2016 registrations comprised 30% non-SPELD NZ members.
- v) Marion acknowledged the research skills of Cathryn Bjarnesen.

Peter Scanlan thanked LLG organisers, Professionals, staff and volunteers for the countless hours of input. He also acknowledged the financial supporters of SPELD NZ.

Move & Second that this report be received: Shona Hutchinson / Christine Barnsley. Carried.

Finance Report: presented by Shona Hutchinson

Financial Reports and comments have been uploaded to the SPELD NZ website.

1. The main points of the report were:
 - i) The style and timeliness of William Buck Christmas Gouwland reporting is excellent.
 - ii) The need to ensure there are sufficient enrolments on courses to offset the costs incurred.
 - iii) The actual financial situation has not significantly changed. Although accounts show an annual deficit – this is reasonable as it helps in securing future funding.
 - iv) The organisation has to ensure sufficient funds are kept in reserve to cover liabilities.
 - v) Unused grants are tagged to specific purposes.
 - vi) Overall, the Board believes that the business of SPELD NZ is managed well financially.

Shona acknowledged all the Professionals in their commitment to SPELD NZ and noted that we all have a responsibility to grow our membership.

Points of general discussion:

- i) Ways of increasing membership and the points of difference SPELD NZ offers in providing services related to specific learning difficulties.
- ii) The method for notifying LLGs of unused grants and donations with conditions.

Move & Second that the Financial report be accepted: Shona Hutchinson / Susan Moyle. Carried.

2. *Move & Second that William Buck Christmas Gouwland be reappointed as Auditors: Shona Hutchinson / Marion Fairbrass. Carried.*

Regional Reports: A joint report was presented by Susan Moyle on behalf of the Regional Representatives.

- i) The LLG notes are an informative link between the Board and members.
- ii) It was noted that LLGs are providing excellent professional development opportunities and are giving excellent support to new members.
- iii) Regional Officers were thanked for their administrative support and dedication.

Move and Second that the Regional Report be received: Susan Moyle / Lynne Ashman. Carried

Election of Board, PSC & results of Regional Representative Board Members

1. Board: Northern Regional Representatives: Lynne Ashman and Susan Moyle. There being only two nominations for the two positions, they are automatically elected.
2. Board: Central Regional Representative: Sharon de Castro was automatically elected as there was only one nomination for two positions.
3. Board: Southern Regional Representative: No nominations were received. One vacancy remains.
4. PSC: Judith Alexander, Cathryn Bjarnesen and Eleanor Boyce were elected unopposed. One vacancy remains.

Moved from the Chair. Carried

Remits Presented by Julie Alce

- Remit 1: Rule 11.4 Disestablishment of Regional Representative Board Member role.

Remit: The Board will comprise the following persons elected for a three year term from amongst the membership, who may serve up to a maximum of three consecutive terms:

- a) The Convener of the Professional Standards Committee ex officio; and
- b) Up to ten other persons, from across the regions, elected at an Annual General Meeting who have skills in one or more of the following:

Points of general discussion:

i) Julie Alce talked about the current role and the difficulty in getting nominations. A lot of the work that comes through Local Liaison Groups is management not governance thus needs to be referred to National Office.

ii) Judy Kirk: Do the Board members have a responsibility to visit the LLG? Susan Moyle responded that this is not a requirement of the Regional Representative role. Christine Barnsley commented that as the sole Southern Regional Representative she would not be able to meet this request.

iii) Marion Fairbrass: Has the Board made a decision to reduce the number of Board members, taking into account that it is highly unlikely to ever get two Southern Regional Representatives?

Julie Alce responded that the current 12 members on the Board are not all required as sometimes when a Board is too big the efficiency declines. Ten members appears to be the best number.

iv) Wendy King: How will LLGs maintain a relationship with the Board? Julie Alce responded that LLG can contact any of the Board members, and may prefer to contact a Board member in their region in the first instance.

v) Christina Moroney: Regional Representative is a link to develop and keep the relationship open between LLG and Board. It is disappointing that our LLG have had no response to any of the LLG meeting notes that have been sent. She cannot see how LLGs are going to have a relationship with the Board if the role is disestablished. Julie Alce responded that a link is still there – Board members will receive LLG meeting notes via National Office correspondence. Board members will follow up with regards to communications. Note that Christina Moroney stated that her LLG has received no responses.

Peter Scanlan responded that he had received numerous correspondence from the LLG, and that he, Sharon de Castro and Adrienne Dawson have responded.

vi) Beverley Boys stated that the meeting must follow the speaking rules.

vii) Beverley Boys stated that she is opposing the remit. There is very little communication from the Board. Her LLG has only met once this year as it is hard to get people together. There was no Board response to meeting notes. LLG doesn't feel supported as six teachers have left. There has been a six week wait regarding a funding request. A complaint was lodged which was responded to by the Chair.

viii) Laura Cary spoke in support of the remit. Having been a Regional Representative and a Board member, she feels that the role has changed since transition. Initially the role was to physically take info and share it with SPELD regions and share information from Board meetings. There are good levels of communications between Board and LLGs, including Chair report, Professional updates to members, sharing of information via internet is easy now.

ix) Judith Alexander spoke in support of the remit. Members cannot blame the Board if we cannot get two Regional Representatives in each region – we must blame ourselves. The Board cannot do this alone. We have had a chance as members to fill the roles.

x) Lynne Ashman: Has been a member of LLG Manukau which is experiencing the same challenges described by Beverley Boys – trying to reach 70-80 members to stay in contact and attend LLG meetings. She agreed it is a crisis but the Board cannot do anything to change this. All Professionals have to do something about trying to get more students and teachers. It is very hard when we expect a national body to do something in isolation. LLGs must assist.

*Moved & Seconded: Julie Alce/Shona Hutchinson.
For: 36. Against: 5. Abstain: 4. Carried*

As a result of this remit being carried, further consequential remits were presented – all related to the wording in the constitution.

Beverley Boys left the meeting while the following remits were considered.

Julie Alce read **Remit 2:** Adjusting Rule 11.1 in keeping with the terms of Remit 1 if that is passed:

Remit: Add clause h) to Rule 11.1 ‘Consideration of governance matters raised by Local Liaison Groups through the Local Liaison Group Convener’.

Point of general discussion: nil

Moved & Seconded: Julie Alce/Shona Hutchinson. Abstain: 2. Carried

Remit 3: Adjusting Rule 14.3 in keeping with the terms of Remit 1 if that is passed

Remit: That rule 14.3 be removed.

Point of general discussion: nil

Moved & Seconded: Julie Alce/Shona Hutchinson. Abstain: 2. Carried

Remit 4: Adjusting Rule 14.4 in keeping with the terms of Remit 1 if that is passed

Remit: That rule 14.4 be removed.

Point of general discussion: There was a question as to whether the rule will still say that the board member can only serve 3 consecutive terms. Julie responded – yes it is already covered.

Moved & Seconded: Julie Alce/Shona Hutchinson. Abstain: 2. Carried

Remit 5: Adjusting Rule 14.6 in keeping with the terms of Remit 1 if that is passed

Remit: That rule 14.6 be removed.

Point of general discussion: nil

Moved & Seconded: Julie Alce/Shona Hutchinson. Abstain: 2. Carried

Remit 6: Adjusting Rules 11.7 b), 11.9, 11.10, 11.24, 14.5, 15.4e, 15.6 & 15.8 in keeping with the terms of Remit 1 if that is passed

Remit 6: If **Regional Representative** is disestablished and replaced by general **Board Member**, the following rules would need to be amended accordingly as indicated below: 11.7b, 11.9, 11.10, 11.24, 14.5, 15.4e, 15.6, 15.8

Rule 11.7b If the position of any Board member becomes vacant between Annual General Meetings that vacancy may be filled, until the Annual General Meeting, by decision of the Board.

- a) Before appointing any person to fill a ~~Regional Representative~~ vacancy the Board will, where and to the extent practicable, consult with the SPELD NZ members ~~of the relevant region~~ to achieve representation across the regions.

Rule 11.9 Board members, ~~including Regional Representatives~~, are elected **for a three year term** to provide continuity of governance and regional representation.

- a) To achieve that aspiration, ~~where practicable one Regional Representative for each region and half of the remainder of the Board~~, up to half of the Board **may** vacate their roles **mid-term** and **may** stand for re-election.

- b) If in any year a majority of those persons have only served one or two years of their elected term, the Board may determine by ballot or other such process as agreed by the Board which ~~representatives and/or~~ general members will vacate their roles.

Rule 11.10 The Board may terminate the Board and/or committee membership or appointment of any person, ~~including Regional Representatives~~, if in the opinion of the Board the member is unfit to continue as a Board and/or committee member. Reasons for termination may include, but are not limited to, that the Board considers the member

Rule 11.24 The quorum for Board meetings is at least half the number of the Board members.

- a) Decisions of the Board will be made by a majority of the members attending and entitled to vote.
- ~~b) If both Regional Representatives from a Region are unable to attend, they may appoint a delegate to attend in their place but the delegate will not count towards the quorum and will not have voting rights.~~

Rule 14.5 Regional meetings may be held depending on necessity and available funding, as determined by the Board, and may be held by telecommunications or other electronic means.

- a) Regional meetings will be chaired by ~~one or both current Regional Representatives~~ a Board member of that region and in their absence by a person elected by the meeting.
- b) The minutes of Regional meetings may be taken by ~~one of the current Regional Representatives or otherwise~~ by a person elected by the meeting. In other respects secretariat services will be provided in accordance with Rule 12.
- c) Proxy votes may be exercised at Regional Meetings in accordance with Rule 19.

Rule 15.4 The Groups will have regionally focused functions including

- e) communicating with the SPELD NZ Board ~~via the Regional Representatives~~ and the Regional Office

Rule 15.6 The membership of the Groups will be open to one Representative of each Local Liaison Group in the region and ~~the Regional Representatives for the Region~~ one Board Member.

Rule 15.8 Group meetings will be chaired by ~~one or both current Regional Representatives~~ a Board Member and in their absence by a person elected by the meeting.

Remit 7 **Adjusting Rule 11.9 in keeping with the terms of Remit 1 if that is passed.**

That a new Rule 11.9c) is inserted: A Regional Representative Board Member who holds office at the date Remit 1 is adopted shall for the purposes of 11.9 be deemed to have been appointed to that office from the date of adoption of Remit 1.

Point of general discussion:

- i) Judy Kirk queried if the content of rule 11.7b) is in the correct place in the Constitution. Peter Scanlan advised that the Board will check the Constitution to ensure wide representation across New Zealand. Remits committee has checked the Constitution, however agreed that Board will recheck to ensure it is in the most appropriate place.
- ii) There was also a question as to a minimum number of Board members. Susan Moyle and Peter Scanlan responded that it had been considered but a minimum number is not desirable as this could impact on the quorum, thus Board decisions would be illegal if made without achieving a quorum.
- iii) Marion Fairbrass asked if this rule was now relevant. Peter Scanlan advised that the Board will review this next year.

Moved & Seconded: Julie Alce/Shona Hutchinson. Abstain: 2. Carried

General Business

Item 1: Announcement of Life Membership – Marion Fairbrass.

Peter Scanlan acknowledged Marion Fairbrass' involvement in many roles with the organisation including Teacher, Board member, Chair of the Board, Professional Standards Committee and Director of the Introduction to Specific Learning Disabilities course. Marion has proven to be an effective, selfless and inspiring leader. She has devoted so many hours each week to the good of the organisation, both as chair of the board and PSC convenor, while at the same time continuing with her SPELD NZ teaching and training as a director of the Introduction to SLD course. She has spent many hours away from home on SPELD NZ business: visiting each Member Association to present the vision of Transition; giving many public presentations about SPELD NZ both in Christchurch, Dunedin, Wellington and Auckland; making submissions on behalf of SPELD NZ; spending at least seven 3 day weekends away from home each year on PSC or Board business – all the while leading a full personal life, and dealing with the stress of earthquakes and ongoing remedial work on her home.

Professionally, SPELD NZ has much to thank Marion for: keeping PSC focussed on continual improvement of our professional standards; helping other teachers throughout NZ with mentoring, skype lesson observations and appraisals. She is a model of the principle of 'paying it forward : giving back to the SPELD NZ professionals as she in turn was helped as she progressed from a trainee, to probationary teacher, and now as a very experienced teacher.

Marion has been a delight to work with: has kept the board and PSC driving forward and with a good sense of humour. She is always prepared to listen to an alternative viewpoint and accept the opinions of others.

Moved & Seconded: Peter Scanlan /Shona Hutchinson. Carried

Item 2: Venue & Date for next AGM will be in Wellington at a time and venue to be announced soon.

AGM closed 3:40 pm