

**ELOUERA SKI CLUB LTD
MINUTES OF 2022 ANNUAL GENERAL MEETING**

Date: 7.00pm - Tuesday 26th July 2022

Venue: On line meeting via Zoom.

1. Opening and Welcome

Jon Barber, Club President, opened the meeting and welcomed all attendees. Jon noted that holding the 2020-2021 AGMs via Zoom had been very successful with increased attendance over previous years. Jon said that for simplicity motions would once again be moved & seconded by directors to avoid the complication of calling for such from the (virtual) floor of the meeting.

Jon noted that all attendees were currently muted and members could use the QA or chat functions to raise a question and these would be taken in due course.

Jon introduced Stafford van Putten as the moderator who would organise polling, Paul Greenfield as the Secretary and Mark Epper as the Treasurer

2. Attendance

Members. Dylan Anderson, John Anderson, Andrew and Anna Arya, Murat Aydemir, Brett Blake, Marni Booth, Allen Caldwell, Paul Dimmock, Bill Dowsley, Ruth and Brian Evans, Richard Fawdry, Anita Fernandes, Ken George, Christal George, Zigi Georges, Anne Gibbons, Robert Gribble, Kerry Griffiths, Graham Hamilton, Karen Hardy, David Heal, Noelene Hugh-Smith, Adam Jaques, Gary Jeffery, Linda Lessing, Conrad Mackenzie, Ronald Main, Susan Maris, Ian Middleton, John O'Shea, Kim O'Toole, Terry Perram, Michael Quinnell, Peter Quinnell, Aleks Rachlewicz, John Redpath, Michael Robinson, Sonja Schisano, Belinda Sheldrick, Garry Smith, Michael Stevens, Avril Stubbs, Debra Urquhart, Ian Warlters, Paul Westcott

Directors: Jon Barber, Nick Badger, Mark Epper, Paul Greenfield, Robin Griffiths, Peter Hill, Judy Jenkinson, Malcolm Mathie, Stafford van Putten, John Rodger, Selina Springett

Apologies. Alexander Bailey, Robyn Cameron, Kay Ferguson, Richard Mason, Celia McGregor

A total of 46 members registered for the meeting, and 33 of these were present at the start of the meeting..

3. Previous Minutes

Motion: That the minutes of the last Annual General Meeting held on 27th July 2021 be accepted as true and correct. Proposed by John Rodger, seconded by Robin Griffiths. Motion passed.

4. Presidents Report

The Club President (Jon Barber) presented his report accompanied by a PowerPoint presentation. The President's report is appended to these minutes. All questions raised during his report are noted in general business

Motion: That the President's Report be received. Proposed by Judy Jenkinson, seconded by John Rodger. Motion passed.

5. Group Accounts

The Treasurer, Mark Epper, presented the audited 31 March 2022 financial report and noted that the report showed that the Club made a loss for the financial year of \$40,589 (2020: profit \$23,395). The loss was mainly a result of the COVID lockdowns for two months in our peak winter season. Cash balance was \$548,000 at 31/3/2022. Mark noted the report was audited and there were no concerns raised by the auditors.

Questions: No questions raised.

Motion: That the group accounts for the year ended 31st March 2022 be accepted. Proposed by Mark Epper, seconded by Jon Barber. Motion passed.

6. Appointment of Auditor

Motion: That Enhanced Financial Partners of Parramatta be appointed as auditor for the year ending 31 March 2023. Proposed by Mark Epper, seconded by John Rodger. Motion passed.

7. Election of Directors

The Club's Articles of Association allow for the size the board to adjusted by a vote at an AGM. This is defined as ordinary business of such meetings (Article 33). Jon Barber proposed that the board size be increased from 12 to 14. As Jon was proposing the motion, he stepped aside as Chair for the duration of the discussion on this question. Nick Badger took over as Chair.

Jon Barber talked to the proposal that the size of the board be increased. There are currently two board vacancies and we have three nominations. This is an unusual situation and we usually have trouble getting members volunteering to join the board. Rather than forcing an election, the board decided to ask the membership to increase the size of the board to allow all nominations to be accepted. We only need to increase the board size by one to achieve this goal, but there are rules about 'half' the board stepping down at each AGM so increasing the board by two avoids other problems. The 14 is an upper limit on the number of directors and we expect there will often be vacant positions.

Question from Sonja Schisano about how well the board reflects the diversity of the membership. Jon replied that we don't really have much idea of the make-up of our membership. We currently have 3 female board members, although one of these is stepping down at this meeting. The age distribution looks reasonable. We don't have any information about ethnic or geographic diversity. Malcolm Mathie also replied and said that the board was the most diverse over his time with the club. Three of the new nominations come from younger members, and two of these are from the Snowies region. Roles and responsibilities are also better distributed across board members than in the past.

Sonja had a follow-up question how often board members are appointed and their terms. The President is elected for a one year term and has to nominate again at each AGM. Directors are elected at an AGM for a two-year term, with half the board stepping down at each AGM. Members can also be appointed to the board outside of an AGM to fill a vacancy, but this appointment is only up until the next AGM where they must nominate and be elected again.

Richard Fawdry asked whether the board now always needs 14 members. Jon replied that the 14 is an upper number. Our lease conditions require at least 10 members on the board, and we expect the actual number of board members will drop back to the normal number of 11-12 over time.

Motion: That the maximum number of directors be increased from 12 to 14, as per Article 33 of the Articles of Association. Moved Jon Barber, seconded Nick Badger. Passed (with 1 dissenting vote).

Jon Barber then resumed his role as Chair and moved onto the election of directors.

One nomination was received for President and seven nominations for directors.

President	Jon Barber
Directors	Jon Barber Allen Caldwell Paul Dimmock Mark Epper Peter Hill Adam Jaques John Rodger Ian Warters

The Chairman called for any additional nominations from the meeting, but none were forthcoming. As there was only one nomination received for the position of President, Jon Barber was declared elected, and withdrew his nomination as Director. There were no other nominations for director from the meeting, and with eight vacancies and seven nominations the Chairman declared all nominees elected. Jon congratulated the directors on their election.

National Parks and Wildlife require ten (10) unrelated members controlling the Club. We currently have thirteen directors and a president, including the above nominations and therefore meet our National Parks obligations.

Ken George stepped down from the board on March 31st, and Robin Griffith and Richard Mason are stepping down at this AGM. Jon thanked all the retiring directors for their contributions to the club, and said that more formal thanks will be covered in General Business.

8. General Business

No items of General Business were raised by the members present at the meeting and no resolutions were received prior to the meeting. All questions from the meeting were addressed as they were raised and are included in the discussion above.

Jon Barber requested that some board members formally thank the retiring directors for the contributions to the club. Stafford van Putten thanked Robin Griffiths, especially for her work as newsletter editor. Peter Hill thanked Richard Mason, especially for the essential role he played in getting us through COVID with its restrictions. Richard was our on-site COVID manager and his contribution allowed us to stay open as much as possible during the lockdowns. Malcolm Mathie thanked Ken George for his contributions to the club over almost 5 decades. Ken was the architect who was responsible for the design and construction of the lodge, as well as many other buildings at Charlottes Pass. Ken has also been a board member for much of that time as well. The lodge owes a great debt to Ken for everything he's done over many years.

Ken George replied to the vote of thanks, saying that it had been an absolute pleasure being involved in the club for most of his career and afterwards. Ken also wanted to thank Geoff Mathie for his role in starting the club and giving Ken the opportunity to contribute.

9. Closure of Meeting

Richard Fawdrey thanked the board for the AGM and said that the move to video meetings was appreciated. Jon closed the formal meeting at 8:12PM and thanked members for their attendance and participation.

President's Report 2022 (Jon Barber)

Good evening & welcome to the 2022 Annual General Meeting for Elouera Ski Club Limited. My name is Jon Barber. I am the President of the Club and I will be Chairman for tonight's meeting.

Our treasurer, Mark Epper, our Secretary, Paul Greenfield and our building manager John Rodger are attending the meeting from the lodge. We are hopeful that the communications remain stable. I'm in Sydney with Stafford and Stafford will do the polling.

Occupancy

This is my second Presidents address. Unfortunately, 2021 was also our second year of COVID operations. The LGA lockouts often precluded the big city populations from travelling to the lodge. Lockouts generally excluded interstate travel. Some local Cooma and Jindabyne members benefited. We ran again with a COVID safety officer and a big thanks to Richard Mason for doing this job. COVID was then obviously reflected in our occupancy, which was lower than 2020. Our occupancy in some four-week periods dropped to 6% and 2%. This compares with a high of 86% occupancy in the best four-week period in 2019 season.

There has been some increase in shoulder and summer bookings as compared to our historical experience. These higher bookings likely reflect the pent-up demand from international travel restrictions.

By September 2021 the club was 2,662 bed nights in arrears as compared to the non-COVID 2019 season. By March 2022 we had clawed this back to 1,400 bed nights. This recovery is happening at lower dollar values. You can't make money without bed occupancy.

Financial Statement

Mark Epper will speak shortly to the financial statements; I will only summarise. Despite the low occupancy we limited our loss to \$41k for the year to March 31 2022.

Achievements

I now move to some of our achievements. Given the restrictions we have made a number of improvements in the lodge. Some of these have been compromised by COVID access and availability of trades people due to COVID. The photo shows some of the developments and include installation of four BOSCH dishwashers, a new balustrade on the western kitchen deck, new lockers in the laundry area. I mention again the HEPA filters these should be run all the time. We know COVID adheres to droplets and these filters will help clear these particles. There has also been a lot of clean up and this allowed us to add new lockers. Most incandescent lights in the lodge have been replaced with LED globes to reduce our power bill.

Memberships

I now want to mention memberships. A number of long-standing members passed away & I mention those that I know of Alan Torrens, Malcolm Cox, Pat Martin, Robert Heal, Dr Grahame Ctercteko and Greg Sloan.

This year 11 members sold their membership and 13 new members purchased. A big thanks to the departing members for their support. And, a big welcome to the new joining members some of who are here tonight.

Future Plans

I spoke about the DA process with members 2 weeks ago & I won't cover that in detail tonight. The DA project is approximately valued at \$750,000. The project involves re-cladding, new balustrades, fire exits, fire sprinklers. We will fund this project from cash flow and from a loan secured on Castaways and spent with board approval.

Castaways

Castaways is our major club asset for the club. It is our bankable asset. We can borrow against Castaways but not against the Lodge. Castaways made a small profit of \$4k this year as compared to \$8k last year.

Thanks

To finish I want to thank the volunteers who make this club work. I start by thanking Gary Jeffery for his work on the bookings. We have all spoken to Gary over many years & his efforts are fantastic. Thanks also to Karen Marshall in stocking and organizing the food store; a complex task with the moving target of COVID occupancy. Thanks to Julie Dowsley for looking after the housekeeping. Amongst other tasks Julie has this year organized new blankets. Thanks to John Rodger for running the working bees and general maintenance of the lodge. There has been a lot of work done particularly given the COVID background. Finally, I'd like to thank the board for their help and support.

I now ask for a vote to accept the Presidents report. This motion has been raised by Judy Jenkinson and seconded by John Rodger. Could we have a vote on that motion please. The motion is passed and I now pass the mike to Mark Epper to do the Treasurers report.