



Tennis NSW

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02 September 2024

Dear Valued Member,

2024 Tennis NSW Annual General Meeting – Call for Director Nominations and Notices of Motion

As was the case in 2023, the 2024 Tennis NSW Annual General Meeting (AGM) will be held as a hybrid meeting (that is both in person and online) on **Wednesday, 20 November 2024** at 7pm (AEDT). For those wishing to physically attend in person, the AGM will be held at the Sydney Olympic Park Tennis Centre, 2 Rod Laver Drive, Sydney Olympic Park. Members will also have the option to view and participate in the meeting online if they would prefer.

The purpose of this letter is to request nominations for the Elected Director positions on the Tennis NSW Board that are falling vacant at the 2024 AGM. In addition to seeking nominations, this letter also explains the Director election process and timetable, including what is required of nominees and Members participating in the nomination process. Finally, this letter also provides an opportunity for members to submit any notices of motion they wish to have on the agenda for discussion at the AGM.

Please note that this letter is not the formal Notice of Annual General Meeting. We will provide you with more information around the meeting agenda, voting, and how to attend the meeting, well in advance of the meeting and by no later than 30 October 2024.

It is important that Members are aware that all correspondence relating to both the director elections and the AGM will be sent to each Member's primary contact as communicated to Tennis NSW as part of your affiliation renewal for the 2024/25 affiliation period. As a Member, it is your responsibility to ensure that you have provided the correct contact information to Tennis NSW. If you would like to update your primary contact information, or if you believe the correct primary contact has not received correspondence as expected, please contact matt.allen@tennis.com.au.

Nominations for Director Positions

At the 2024 AGM there will be three (3) Director positions up for election as a result of the expiration of the current terms of Elected Directors Melissa Achten, Wayne Pascoe and Wayne Swaysland. The Board of Tennis NSW, by way of this letter, formally call for nominations to fill these vacancies.

Pursuant to clause 13.3(e) of the Tennis NSW Constitution, no one region (i.e. metropolitan Sydney or regional NSW) shall constitute more than 60% of the total number of Directors. For the purpose of this clause, a Director/candidate will be considered either a regional Director/candidate or a metropolitan Director/candidate based on the location of their ordinary place of residence at the time of nomination and in line with the metropolitan/regional split which corresponds to the Tennis NSW regional zone boundaries.

On the basis of this clause, and the classifications of the remaining seven (7) Directors currently on the Board, for the 2024 Director elections a minimum of one (1) metropolitan classified candidate must be elected. The two (2) remaining vacancies may be filled by either metropolitan or regional classified candidates. Therefore, although candidates will be elected in order by total votes received, at a minimum, the top eligible metro classified candidate by votes received will be elected (irrespective of where that candidate sits in overall votes received).

How to Nominate

The process and principles to be applied in the election of Directors to the Tennis NSW Board are outlined in the Tennis NSW Director Election Policy (**Policy**). Full details of the Policy, and other information relating to Director elections, can be found on the Tennis NSW website [here](#). All nominees for election should familiarise themselves with the terms of the Policy before lodging their nominations. Members should be aware that, pursuant to the Policy, Director elections will occur entirely online, with all voting to occur prior to the AGM.

Any person wishing to nominate to fill a Director vacancy must do the following:

- complete the standard Nomination Form which is enclosed with this letter as **Annexure 1**;
- ensure that all sections of the form are completed and correct;
- provide a nominee statement in accordance with the instructions set out on the form (which will be publicised to the Tennis NSW membership at the time of the opening of the Online Voting Platform); and
- email the completed form and the nominee statement to Secretary@tennisnsw.com.au.

Details on how to complete and submit the form are set out on the form itself.

A nominee with any questions about the nomination process should contact the Company Secretary, Secretary@tennisnsw.com.au.

Nominations for Director positions should be received by **22 September 2024**.

Expectations of Tennis NSW Directors

The Tennis NSW Board considers that the following skills are essential for all Tennis NSW Board members:

- to be financially literate (comfortable with profit and loss statements, balance sheets, and cash flow statements, at a minimum);
- to understand and accept Directors' duties and governance basics (confidentiality, conflict of interest, due diligence, boardroom etiquette, separation of board vs management responsibilities, etc.). This can come from other relevant Board experience or through education, such as the Australian Institute of Company Directors' courses; and
- to have a strong and extensive experience in Tennis.

In addition to the above qualities, the Tennis NSW Board has developed a Board Skills Matrix to identify skills that would enhance its expertise. Please note that following the submission of a nomination, nominees may be requested to complete a skills self-assessment against the Tennis NSW Board Skills matrix. This document will be provided separately to those eligible candidates who submit a completed nomination form.

The Board Skills Matrix will be referenced by the Nominations Committee to assist in finalising the committee's recommendations to the Board. In particular, the Tennis NSW Board has identified that skills, experience or expertise in the following areas are considered a priority to improve and complement the overall skills composition of the seven continuing members of the current Board:

- Governance, risk and compliance, including the review, implementation and continual improvement of best practice governance frameworks, processes and structures in medium to large-scale enterprises;
- Marketing and communications, with an emphasis on member and stakeholder engagement;
- Government relations, with an emphasis on the engagement, advocacy and lobbying of governments at all levels;
- Facility management, specifically the management of large-scale facilities such as large capacity sports or entertainment venues; and

- Tennis specific industry expertise in the following areas:
 - Knowledge of the metropolitan Sydney tennis landscape;
 - Knowledge of the regional NSW tennis landscape; and
 - Experience in the management or operation of a tennis venue.

The Board has also identified that skills, experience or expertise in the following areas, whilst not a priority for the current makeup of the Board, are desirable to improve the overall expertise of the Board:

- Information technology and digital systems, and their application in the sporting context;
- The provision of legal and/or human resources advice; and
- Experience building and leveraging relationships with local governments.

In addition to these desirable skills, Tennis NSW also recognises the importance of diversity and strives towards achieving Board representation which is reflective of the diversity of the Australian population. Accordingly, nominations from people of all backgrounds are welcomed and encouraged. In particular, due to the current composition of the Tennis NSW Board, female candidates are strongly encouraged to apply. This is to assist the Board to achieve its aspirational target as outlined in clause 13.3(d) of the Constitution that no one gender constitutes more than 60% of the total number of Directors.

All Directors of Tennis NSW must hold a valid Working with Children Check and a Police Check. If a nominee is elected to the Board and is unable or unwilling to provide these requisite background checks within the time period requested, they will be removed from their position.

Finally, potential nominees should be aware that Directors accept a legal duty to serve the interests of Tennis NSW. They also accept legal responsibilities to act in accordance with the Corporations Act 2001, the Tennis NSW Board Charter and other Tennis NSW and Tennis Australia policies including but not limited to the Tennis NSW Board Code of Conduct. By submitting a nomination form nominees acknowledge and agree that should their nomination be successful, in the event that they breach any provision of the Corporations Act 2001 and/or the Board Charter and other Tennis NSW and Tennis Australia policies, including but not limited to the Tennis NSW Board Code of Conduct, that they will voluntarily resign from their position as a Director.

Key Milestones in the Director Election Process

Members should be aware of the following key milestones in the 2024 Director election process:

Task	Date	Constitution / Policy Reference
Company Secretary requests nominations to fill Director Vacancies	02 September 2024	Clause 13.5(a) Constitution
Company Secretary reviews nominated candidates' eligibility and forwards to Nominations Committee for consideration if eligible	02 September – 22 September 2024	Step 3 – Director Elections Policy
Date by which Director nominations should be received	22 September 2024	Clause 13.5(a) Constitution
Nominations Committee receives eligible candidates from Company Secretary, conducts interviews and makes recommendations to Board	23 September – 11 October 2024	Clause 13.4(a) Constitution
Board finalises position on preferred candidates taking into account Nominations Committee recommendations	22 October 2024	

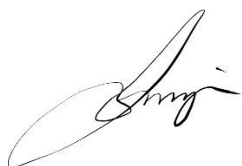
Task	Date	Constitution / Policy Reference
Notice of AGM sent to Members	29 October 2024	Clause 9.3(c) Constitution
Online Voting Platform Opens	01 November 2024	Clause 4.19 Director Election Policy
Online Voting Platform Closes	18 November 2024	Clause 4.22 Director Election Policy
Voting Results Finalised (to be announced at AGM)	19 November 2024	Clause 4.40 Director Election Policy
AGM	20 November 2024	

Call for Notices of Motion

Any member who wishes to put forward a notice of motion for consideration by the Tennis NSW membership at the 2024 AGM should do so in writing by email to Secretary@tennisnsw.com.au by no later than 23 October 2024. Any notices of motion received after this date will not be considered at the 2024 AGM.

Should you have any questions in relation to the content of this letter, or the conduct of the 2024 Director elections or the 2024 AGM generally, please contact matt.allen@tennis.com.au.

Yours sincerely



Darren Simpson

Chief Executive Officer and Company Secretary

Tennis NSW