

## **ANNUAL GENERAL MEETING**

### **DRAFT MINUTES OF THE THIRTYSEVENTH ANNUAL GENERAL MEETING OF BRITISH ROWING** held on Monday 28 September 2020, at 6.00pm.

Owing to the COVID-19 pandemic this meeting was held electronically under the provisions of the Corporate Insolvency and Governance Act 2020.

#### **PRESENT**

**Regional Chairs & Representatives (Members):** A. Blit, P. Brett, J. Cary, L. Curtis-Green, L. Dillon, S. Drury, C. Eales, S. Edwards, G. Coates, H. Hackett, R. Hooper, P. Knowles, M. Laing, A. Hock, H. Middleton, P. Brett, R. Miller, V.J. Perry, K. Phillips, D. Samanjoul.

**Board Directors:** M. Davies (Chair), A. Parkinson (CEO), K. O'Sullivan (Deputy Chair and proxy vote for G. Moore), J. Vickers, N. Hubble, S. Reeves, L. Behnke, L. Lion and K. Vleck.

**Also Present:** B. Wilson (Deputy Chair Sport Committee) K. Baillie, T. Doncaster, R. Stock, P. Randolph

**Apologies:** J. Beaumont, T. Huckle, J. Hinnigan, G. Moore, L. Rivett, S. Lightman (Head of Legal & Governance)

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#### **I. CHAIRMAN'S STATEMENT**

M. Davies welcomed everyone to the online meeting. Due to the pandemic, and because of COVID-19 restrictions, attendance at this meeting had been limited to the Regional Representatives, entitled to both speak and vote.

The Chair explained that British Rowing intended to hold a further meeting for both Affiliated Members and individually registered members which would be attended by the Board and the Directors' team of British Rowing. It was hoped that there would be an announcement about this soon.

#### **ORDINARY BUSINESS**

##### **2. Apologies for Absence**

Noted and recorded above. K. O'Sullivan had been appointed as proxy by G. Moore. Under Article 62 fifty per cent (50%) of the Members in person, which included those present electronically, was a quorum. The meeting was confirmed to be quorate.

### **3. To approve the Minutes of the Thirty-sixth Annual General Meeting held on Saturday 12 October 2019.**

The minutes were agreed to be an accurate record of the meeting and were approved.

### **4. The Directors' Report and Financial Statements for the year ended 31st March, 2020.**

The Directors' Report and Financial Statements were presented to the meeting by S. Reeves on behalf of the Chair of the Finance Committee who had presented his apologies. T. Doncaster, British Rowing Director of Finance was also present.

S. Reeves explained that the budget for 2019 / 2020 had foreseen a reduced deficit. The Board had been tasked with achieving a balanced budget, however the pandemic had been financially challenging with lower levels of income from British Rowing membership. The Directors' Team had worked hard to mitigate the situation but for the time being there was little clarity about projections. On a positive note Sport England had confirmed a further year of funding and UK Sport funding was secure until the Olympic Games in 2021.

The CEO explained that, as an outdoor activity, Rowing had not been as adversely affected financially as some sports during this time. While all hoped that a return to competition would happen before too long, realistically the next six months would continue to present great challenges.

M. Davies invited questions. S. Drury queried that way that costs were presented and said that it would be helpful for Regional Representatives to receive a more detailed breakdown. T. Doncaster explained that the statutory accounts were prepared to a required format and that the level of detail described by S. Drury was regularly presented in the Management Accounts which went to the Board.

P. Brett said that at the 2019 AGM it had been agreed that greater clarity regarding the accounts would be presented at the AGM. In particular the Regional Representatives would welcome more information vis a vis the financing of domestic and international rowing. He understood that this was not a requirement for the statutory accounts but it would be helpful to understand. He suggested that in future a paper might be drawn up to accompany the accounts with the additional information.

M. Davies said he felt that it was extremely important for the sport to understand how funding was allocated. T. Doncaster would take forward and it was agreed that a meeting for Regional Chairs and Representatives should be arranged giving additional background information.

The Report and Financial Statements were received by the meeting.

## 5. The appointment of *haysmacintyre* as Auditors of the Company

Members approved the re-appointment of *haysmacintyre* to hold office until the conclusion of the next General Meeting in 2021.

## 6. Special Resolution

To consider and, if thought fit, passing the following resolution which will be proposed as a Special Resolution, that –

With effect from 1 October 2020, the existing Memorandum and Articles of Association of British Rowing Limited be amended by adding the additional wording underlined as follows:

51. British Rowing shall hold an Annual General Meeting and may hold General Meetings. If the Board so determines, an Annual General Meeting and/or a General meeting may be held by entirely by electronic means, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Participation in a meeting by a Member pursuant to this Article 51 shall constitute presence in person at such meeting for the purposes of these Articles.

a) British Rowing shall hold an Annual General Meeting in every calendar year at such time and place (including electronically) as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the past preceding Annual General Meeting. Subject to the foregoing, British Rowing shall hold its Annual General Meetings between 1st August and 31<sup>st</sup> December inclusive in each year.

53. Any motions for discussion at a General Meeting not originating from the Board shall be signed on behalf of at least fifty per cent (50%) of the Members entitled to vote and lodged with British Rowing before such date as may be specified by the Board being not more than two months and not less than one month before the date of such Meeting.

54. At least fourteen days' notice in writing of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place (including electronically), the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to each Member and Affiliated Member and to such other persons (including the Auditors) entitled to receive such notices from British Rowing. Notice may be sent by post or by electronic means.

The Members voted in favour of the Resolution which was passed.

It was noted that the resolution could not be altered at this point but S. Drury asked that consideration be given to the matter of electronic signatures. He would follow this up outside the meeting.

## **7. Appointment of Director**

The meeting had been notified that the only nominations received for the Board Directors were:

Deputy Chair: Kate O'Sullivan

Chair of Sport Committee: Nick Hubble

An election had also been held for the Deputy Chair of Sport Committee and it was confirmed that Barbara Wilson was re-elected to the post.

M. Davies said how pleased he was that the above have been elected unopposed. He knew how hard K. O'Sullivan had worked over the past years, particularly in her contribution to the work of the Regional Chairs' Forum.

In addition to his commitments as Chair of the Sport Committee and the Board, N. Hubble was also an invaluable member of the COVID-19 group. He was pleased to be able to pass on his personal thanks to them.

Members reiterated their approval of the appointments and were pleased that all were to be re-elected unopposed.

## **8. Any Other Business**

M. Davies said he wished to record thanks to the Communications and Community teams who had worked exceptionally hard to keep the membership engaged during the pandemic.

The Chair also noted a point raised by J. Cary about the importance of coxswains to the sport. He understood that their role was particularly vulnerable during the pandemic as they did not cox the small boats.

All were thanked for attending and M. Davies hoped to see everyone again before too long.

*The meeting ended at 7.20pm.*