

ANNUAL GENERAL MEETING

MINUTES OF THE THIRTYTHIRD ANNUAL GENERAL MEETING OF BRITISH ROWING held on Saturday 1st October 2016, at 1.00pm in the Montgomery Room, St Paul's School, Lonsdale Road, London SW13 9JT.

PRESENT –

Directors: A. Phelps, CBE (Chairman), A. Parkinson (CEO), A. Crawford, G. Harris (Deputy Chairman), J. Hinnigan, L. Lion, F. McAnena, N. Palios, N. Reilly O'Donnell, J. Vickers.

Council Members: C. Anton, R. Bayliss, D. Biddulph, A. Blit, A. Cawood, P. Clements, J.C. Davies, C. Eales, C. Edwards, C. Harrison, N. Hubble, M. Laing, S. Worley (HRSA).

In attendance: K. Adams (Substitute for L. Dillon), R. Cassidy (Substitute for M. Teale), J. Cotgrove (Substitute for C. Callow), A.J. Evans (Substitute for K. Phillips), N. Jackson (Substitute for M. Humphrys), J. Lee (Substitute for A. Weekes), W. Mitchell (Substitute for F. Ljubicic), V.J. Perry (Substitute for R. Mallett), T. Walton (Substitute for G. Nicholls), S. Woods (Dolphin RC).

British Rowing Staff in attendance: H. Mosienko (Company Secretary), K. Baillie, P. Hornsey, E. Carter, P. Lorenzato, R. Mayglothling, P. Randolph, H. Rowbotham.

Apologies: C. Callow, L. Dillon, M. Humphrys, A. Johnson, F. Ljubicic, R. Mallett, B. Millns MBE, M. Morrice, G. Nicholls, K. Phillips, M. Teale, A. Weekes, M.D. Williams.

I. CHAIRMAN'S STATEMENT

The Chairman asked Council to join her in remembering those that the rowing community had lost during the last 12 months, all of whom had made a significant contribution to the sport in their own way and at all levels:

Michael Arnold-Gilliatt (Cygnet and Leander), Christine Mary Barrow (Llandaff RC), John Beveridge (Cambridge University Womens BC, Molesey and Leander), Vivien Bloundele (Upper Thames RC), Matthew Cooper (Derby RC), Beryl Crockford (St George's Ladies ARC, Lady Eleanor Holles BC and Leander), James Crowden (Cambridge University BC and Henley Steward), Kenneth Crutchlow (Thames RC and Ocean Rowing Society), Charlotte Easton (Vesta RC), Ronald Eggleton (Putney Town RC), Bob Elliott (Wallingford RC), Bill (W.H.) Findlay (Marlow RC and Regatta), Eve Gould (Weybridge Ladies ARC), Edward Hallam (CUBC and CUWBC), Andy Hill (Loughborough Boat Club), Robin Houghton (Leander and GB Supporters' Club), Robin Hulf (London RC and the All Parliamentary Party Rowing Group), Richard Hylton-Smith (Quintin and Leander), Amber Jackson (Southampton ARC), Russell Kernahan (Tyne Amateur RC), Brian Lewis (Runcorn RC), John Marks (Treasurer Cambridge University and CUWBC), Rosie Mitchell (Kingston RC), Ronald Needs (Quintin, Cambridge University Women's and Henley Steward), Keith Osborne (Royal Chester RC and Hon Editor of the British Rowing Almanack for 50 years), Stephen Palmer (Life Patron of British Rowing), Ailish Sheehan (Ireland and University of London BC), Brian Smyth (British Rowing Coaching Secretary), Brian Stephens (City of Bristol RC), Jim Thatcher (Eton Excelsior RC), Hugh Tubbs (Dart Totnes ARC).

Having welcomed all to the Annual General Meeting, the Chairman delivered her Annual Report as follows:

'It is hard not to start by mentioning the success of our international crews at all levels, not just for their medal successes but also for being such amazing ambassadors for our organisation. I am immensely proud of each of them.

This first year of the cycle with Olympic and Paralympic Games is one where we have become rather used to celebrating unprecedented successes - but we should not take it for granted.

The depth and breadth of investment to get our team and the whole of ParalympicsGB and TeamGB to the Games has been one small part of a long journey and Rio was a challenging political and economic environment in which to do it.

In addition, our younger teams at Junior, U23, Senior World Championships, the Coupe de la Jeunesse and GB-France matches as well as the Home International's England Team, all put in stunning performances. Well done to each of our athletes with particular thanks to the National Lottery without whom this success would not have been possible.

I would also like to take this opportunity to recognise the support from the clubs and schools and their coaches across the country. This support has brought these athletes into the sport, taught and inspired them, and got them hooked. It was very moving to see the tributes paid by so many of our athletes to their original clubs in the lead up to Rio and afterwards.

In addition we must thank our GB coaches who have converted these talented and enthusiastic youngsters into finely-tuned athletes by meticulous preparation; and to their families, parents, siblings and spouses who have given up time with them and tracked them across the world to support them.

I would like to recognise the work of all the support staff and administrators and our two Team Leaders Sir David Tanner and Louise Kingsley for their superb leadership of these teams, as well as the BOA and BPA Chef de Missions, Mark England and Penny Briscoe, whose energy, overlays and planning were put to the test more than ever before.

I must also pay tribute to the superb media coverage, an area that is so important in promoting our sport. The BBC excelled at the Olympic Games and Channel 4 not only continued to break new ground in delivering its Paralympic coverage but also went out of its way to get cameras and bodies there, and to get broadcast permissions for the rowing to be covered live. Over one million people watched our para-rowers compete at Lagoa and top the table with a phenomenal three golds and bronze.

We should not however take any of this for granted. We need to keep moving forward and to keep challenging ourselves to be better and to do things differently. The environment both inside sport and where sport meets the outside world is continually evolving at an alarmingly rapid rate.

To thrive in this new environment we need to change the way we look at the world around us; continually evolving and re-inventing and influencing. Never before has sport been under such close scrutiny from funding partners, media and athletes and good governance has to be a focus. Never before have our values of teamwork, commitment and open to all been so important.

We have committed to growing our sport, across all disciplines, and we need to understand how we can do that; where the people are coming from, and perhaps more importantly where they are heading. I am delighted that our clubs have some incredible new facilities across the length and breadth of the country this year, from Norwich and Lea RC to Stratford upon Avon; from Tyne ARC to Slough, Moseley BC and Putney High School, as well as others where there is a proven commitment to expand. Entries to Junior events continue to flourish with over 2,500 competitors each at the Schools' Head and the Scullery Head in one weekend alone.

During the year our standing committees have embarked on an ambitious review of their objectives and work plans. Volunteers and staff have been working together in an unprecedented way across the sport and with external partners continuing to develop the new Competition Structure: in the important area of water safety; in delivering national events and in supporting the delivery of coach education and training, amongst others.

Looking overseas our staff and volunteers continue to support the work of FISA in developing rowing, extending our international influence, across Africa and the Commonwealth and in support of the IOC's Agenda 2020 and the Commonwealth Games Federation's Transformation 2022.

In particular I would like to thank all our staff, based at Hammersmith, Bedford, Caversham and in satellite offices across the country, led by our CEO, Andy Parkinson, for their patience and loyalty during this period of re-structuring which will ensure we are fit for purpose, efficient and above all effective in supporting and facilitating the membership and partners to deliver against our five strategic objectives as one team.

Thank you to you our Council members for your continued work and advocacy at regional level, supporting clubs and events and providing advice and guidance on key decisions and direction, in addition to the many club and event roles many of you have.

I would like to thank the Board and those who have supported work of the Board committees for your diligence and challenge, and your commitment to making inclusion a key part of all our planning and investment.

Last, but certainly not least, thanks to those partners and stakeholders who support and invest in so many of these projects: UK Sport and Sport England, the National Lottery, the Rowing Foundation, The Stewards Charitable Trust, Help for Heroes, Row2Recovery, London Youth Rowing, the BOA and BPA, our commercial partners and those across the coastal and fixed seat rowing communities, as well as Scottish Rowing and Welsh Rowing.

In an extraordinary year for the sport four Medals of Honour were to be awarded to;

- Martin Humphrys, Chairman of the Thames Regional Rowing Council, in recognition of his long service to the development of the sport and the success of the Junior Inter-Regional Regatta.
- Ray Mallett, Chairman of the West Regional Rowing Council, in recognition of his long service and his work with WEARA and fixed seat rowing.
- Katherine Grainger CBE, British Rowing's most successful female athlete, ambassador, chancellor and Henley Steward.
- Maggie Netto, Assistant to the Performance Director, for her outstanding support to the high performance programme over a period of 20 years.

ORDINARY BUSINESS

2. Apologies for Absence

Noted and recorded above.

3. To approve the Minutes of the ThirtySecond Annual General Meeting held on Saturday 3rd October 2015.

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

4. The Directors' Report and Financial Statements for the year ended 31st March, 2016.

The Financial Statements were presented to the meeting by the Chairman of the Finance Committee, together with the reports of the Directors and Auditors.

J. Hinnigan gave some background to the report and, in response to feedback received prior to the AGM, noted the financial deficit in the current four-year funding period. He clarified that both the Finance Committee and the Board had agreed a financial strategy based on a

break-even budget to be achieved over the next four-year period. Following the funding decisions for the next Olympiad in the first quarter of 2017 the Board would be able to consider longer term financial plans. The CEO's team was committed to putting in place sustainable sources of funding from a more diverse range of partners to ensure the continued success of the organisation.

The Members noted that there has been a reduction in income from bank interest due to decreasing interest rates. Following an extensive selection process an Investment Manager, Killik & Co., had been appointed to improve income by investing cash reserves in an investment portfolio with conservative criteria. In response to a question about an ethical investment policy it was noted that this had been discussed by the Finance Committee and the Board. The decision had been taken not to impose such a restriction as to do so would impact the performance of the investment portfolio, instead the Investment Manager had been instructed to have in mind British Rowing's principles when selecting funds for investment.

The Director of Partnerships & Communications would give a presentation on Partnership & Sponsorship Strategy during the Council meeting that followed.

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

Members approved the re-appointment of *haysmacintyre* to hold office until conclusion of the next General Meeting at which Accounts are laid before the Company, and authorised the Board to fix their remuneration.

6. Special Resolutions

- a) Members agreed (29 for / 1 against) that Article 14 (b) (vi) be amended (as highlighted in **bold**) to 'two ~~Council members~~ **Directors** (elected for a 3 year term by Council) who **may be Council Members. If a Council Member is elected to the Board they shall, immediately following their election to the Board,** stand down from their positions on Council. ~~but who shall, in~~ **In** any event, **those elected will** be eligible for re-election to the Board at the end of their first 3 year term;';
- b) Members unanimously agreed that the following Articles be amended as follows:
 - I. Article 14 (a) (as highlighted in **bold**) to 'The number of Directors shall not be less than 7 and shall be subject to a maximum of ~~13~~ **12**';
 - II. Article 14 (b) (v) 'subject to Article 14(j) below, the Deputy Chairman of the Sport Committee (appointed by Council in accordance with the Rules)' be deleted;
 - III. Article 14 (j) 'The Deputy Chairman of the Sport Committee shall remain as a Director for the period between the date of adoption of these Articles and the first meeting of Council held after 1st September 2015. At the end of this period, the Deputy Chairman of the Sport Committee shall cease to be a Director.' be deleted.
- c) Following approval of the above resolution the following Articles to be renumbered as follows:
 - I. Article 14 (b) (vi) to Article 14 (b) (v);
 - II. Article 14 (b) (vii) to Article 14 (b) (vi);
 - III. Article 14 (b) (viii) to Article 14 (b) (vii);And that the words 'Article 14 (b) (vi)' be replaced with 'Article 14 (b) (v)' in Article 15 (i).
- d) Following a brief discussion to clarify that the Directors' Team had no entitlement to attend meetings, but would do so at the invitation of the CEO it was agreed that the

following Article be included as Article 14 (j) **‘The Chief Executive Officer may from time to time appoint employees as technical, administrative or functional directors whose roles within British Rowing, unless specifically appointed as a Director in accordance with Article 14 (b), do not encompass being a Director within the meaning of the Act. For the avoidance of doubt such persons shall not be entitled to attend, speak or vote at Board meetings and the appointment of such persons shall not require the Company Secretary to inform Companies House of such appointments pursuant to the terms of the Act.’**

The meeting ended at 1.45pm