

## **MINUTES**

### **In Attendance:**

### **Voting Members:**

Adam-Peter Gair; Alan Laws; Alan Lee; Alan Paul Mellor; Alex Shiell; Amanda Wilson; Andrew J Train; Andrew Norman; Andrew Oughton; Andy Murray; Andy Trunks; Anthony Peter Hooton; Beate Hohmann; Billy Lo; Brian Chapman; Caroline Carr; Cathy Wynne; Chris Arrowsmith; Christopher Powell; Claire Lambert; Colin Woodgate; Daniel Seaford; Dave Spencer; David Belbin; David Green; David J Martyn; Dave Rawding; David M Rossetter; David W Moss; David Walton; Derek Playford; Gareth Wilson; Gary Edwards; Gary Severn; Graham Dick; Graham Warland; Greg Spencer; Helen Griffith; Ian Dallaway; James Smythe; Jane Evans; Jennifer Clough; Jim Rossiter; John Chamberlin; John Taylor; Joe Parkin; Kevin Hipkins; Kirston Elton; Linda Pooley; Lisa Trunks; Lorraine Baker; Mark Pearce; Megan Moore; Mike Sunderland; Noel Humphrey; Norman Mason; Pam Bell; Peter Thorn; Peter Schofield; Roland Lawler; Richard Evans ; Roger Fox; Samuel Joseph O'Brien; Scott Hynds; Sean Clarke; Siobhan Urquhart; Sophie Walton; Stefania Rosso; Stan Missen; Stephen Moore; Stuart Smith; Teresa Gregory; Terry Kinsella; Steve Watts; Gina Spencer; Eleri Spencer

### **Non-Voting Attendees:**

James Fry, Christine Laws, Molly Green, Paul Robinson

### **British Canoeing Board Members:**

Professor John Coyne CBE, Chair; Clare Dallaway; David Wakeling; David Joy, Chief Executive; Dee Paterson; Greg Smale; James Fry; Mark Bache; Richard Boreham; Stephen Craig; Stephen Linksted.

### **Staff Members in Attendance:**

Andy Maddock; Barry Wade; Ben Seal; Chantelle Grundy; Charlie Barwis; Charmaine Gawler; Chris Earle; Craig Duff; Gareth May; Gemma Wiggs; Guin Batten; Jenny Spencer; Laura Peberday; Lee Pooley; Lisa Bryant; Richard Atkinson; Rob Knott; Ruth Norfolk; Susan Hicks; Urvasi Naidoo

### **Apologies:**

Andy Maxted; Ashley Hunter; Alan Branagh; Bronagh Kennedy; James Clark; Kevin Dennis; Malcolm Kerry; Steve Warwicker; Thomas Walker; Paul Ratcliffe and Tim Brabants.

## **1. Welcome by Professor John Coyne CBE, Chairman, British Canoeing.**

The Chair welcomed all attendees to the meeting.

The Chair then introduced himself and those sitting on the top table, including the President, Ivan Lawler MBE; Mark Bache, Chair of the Finance and Audit Committee; and David Joy, Chief Executive Officer. He then invited the Board Directors in the room to introduce themselves;

Richard Boreham; Stephen Craig; Clare Dallaway; James Fry; Stephen Linksted; Dee Paterson; Greg Smale and David Wakeling. He noted that one Board Member, Bronagh Kennedy had sent her apologies.

The Chair thanked the Board members for their introductions and acknowledged the extensive work they do throughout the year to support the aims of British Canoeing.

The Chair confirmed that there were a number of proxy votes that had been pre-cast and that these would be displayed on the screen for each of the motions.

The Chair confirmed that everyone else voting in the room held 1 vote each.

The proxy votes would be shown first, followed by the votes taken in the room (firstly those against, abstentions and then those in agreement). The Chair confirmed that at the start of the meeting, there were 78 votes held in the room and this would be tracked throughout the meeting. The tellers would only count votes in the room if the result looked fairly close as the digital system would calculate the number of votes in favour.

The members agreed that the meeting should be conducted on this basis.

The Chair confirmed that all of the Ordinary business required a majority greater than 50% and the changes to the Articles were Special business requiring 75% of the total votes cast to be approved.

## **2. To Appoint Tellers for the Meeting.**

The Chair proposed Derek Playford, Linda Pooley and Andy Murray be appointed as Tellers for the meeting.

The motion was proposed by Dave Spencer and seconded by Alan Laws.

Votes for: 121  
Votes against: 0  
Abstentions: 7

The Tellers were appointed and the Chair thanked them for their service in this regard.

## **3. To Adopt the Minutes of the 38th Annual General Meeting held 24 March 2018.**

The adoption of the Minutes was proposed by Richard Boreham and seconded by Dave Spencer.

Votes for: 122  
Votes against: 0  
Abstentions: 7

The minutes of the 38th Annual General Meeting were approved.

#### **4. To consider matters arising from the minutes of the 38th Annual General Meeting.**

**Jim Rossiter (JR)** asked whether British Canoeing was now able to more effectively track those leaving membership and how could retention rates be increased. DJ explained that a new membership management system was introduced in 2018 that enabled better tracking of retention rates. It was planned to improve retention rates from 67% to at least 70% in 2019.

There were no other Matters Arising.

#### **5. To adopt the accounts for the Financial Year 1.11.17 to 31.10.18.**

The Chair invited the Chair of the Finance and Audit Committee, Mark Bache (MB) to present the accounts. MB introduced himself as the new Finance Director appointed to the Board of British Canoeing at the last AGM in 2018. MB explained that income had dropped by £380k due to the phasing of Sport England funding over the 4 years, but that this had been offset by an increase in membership, resulting in a net operating surplus at year end of £33k. MB confirmed that the organisation had improved efficiency by reducing overhead costs and investing more into coaching and grants to the Discipline Committees and other development programmes as part of delivering the Stronger Together strategy.

The balance sheet showed that the cash position had increased to £3.6m, although this was expected to diminish throughout the year as this was related to the timing of grant income.

MB invited questions from the floor.

**Mike Sunderland** (Cumbria region) asked what percentage of income was received in grants by the regions. DJ advised that the figure for regional grants was circa £1,500 per region but it was hoped that this would increase in the future as income increases and Regional Development Teams and plans become stronger.

**Stefania Rosso** (Brighton) asked whether there was a strategy to increase income through coaching and/or membership and whether Sport England funding was expected to reduce again.

David Joy (DJ) responded by confirming that the priority for income growth was very much focused on recruiting new members. There was an opportunity to connect with 160,000 paddlers who had not yet engaged with British Canoeing or clubs. The target was to increase the number of On The Water Members by 10,000 between 2017 and 2021. It was noted that the opportunity to enter commercial partnerships increases as membership numbers increase. Coaching was not classified as a source of income but funds were needed to further develop the qualifications to ensure they remained current.

The Sport England funding for 2017-2021 had not been phased equally over the 4 year period, so the reduction experienced now was a result of having had more income in years 1-2 of the current 4 year funding cycle. The reduction in their funding had been the result of a policy shift within Sport England to spend less money on NGBs. It was confirmed that British Canoeing would continue to work with Sport England to explore funding opportunities but to ensure any money received was in line with our strategy.

The motion to adopt the accounts was proposed by David Belbin and seconded by John Chamberlin.

Votes for: 123  
Votes against: 0  
Abstentions: 6

The accounts were adopted.

The Chair expressed thanks and appreciation to Mark Bache, the Finance and the Audit Committee Chair and staff for all their work over the year.

**6. To appoint 'Haysmacintyre' as the Auditors for the financial year 1.11.18 to 31.10.19, and to authorise the directors to fix their remuneration.**

The Chair advised that the Board proposed to re-appoint Haysmacintyre as the Auditors for British Canoeing.

The motion was proposed by Derek Playford and seconded by Noel Humphrey.

Votes for: 126  
Votes against: 0  
Abstentions: 5

The appointment of Haysmacintyre was approved.

**7. To adopt the 39th Annual Report of British Canoeing for 2017/2018.**

The Chair reminded members that the Annual Report had been circulated to all members via a link on the website and a hard copy provided to those attending the AGM.

The Chair stated that the report illustrated another very busy year for everybody involved in British Canoeing and thanked those in the room who had contributed to both the delivery of the work and the production of the Report. The Chair invited the President to speak to his report.

The President, Ivan Lawler (IL) expressed how pleased and proud he was to present at the AGM and reflect upon the year. As President, he had the unique insight into the work that goes on behind the scenes and often it was a frustration that others did not always get the opportunity to see this. Consequently, it was easy for individuals to feel aggrieved if their particular areas had not progressed as hoped. Ultimately, the progress measured against Stronger Together ought to provide the best measure of progress as this sets out what the sport wanted to see improved and delivered.

IL noted that perhaps the most rewarding part of the year was the work carried out around the Access Campaign. The depth, knowledge and passion of the team was outstanding. IL credited Ben Seal for his lead role in this work. IL appealed to the membership to reach out to their respective MPs and warned about the campaign losing momentum through apathy.

IL congratulated Claire O’Hara and Ray Goodwin on their recognition in the Queen’s New Year Honours list for their achievements in their respective non-Olympic disciplines (Freestyle and Open Canoeing).

The President outlined the work around modernisation of governance, stating that change was never easy and the rate of change had often outstripped the ability of some members to keep up. He was reassured that the Board remained committed to continuous improvement and making British Canoeing the type of National Governing Body that we could all be proud of.

The President outlined the behaviours behind the six company Values adopted by the organisation in 2018;

- Every Person Matters (first on the list, for a reason)
- Striving for Excellence (world leading)
- Always with Integrity (transparency, opposite of secrecy)
- Individually Committed (personal achievement)
- Enjoying the Journey (passion and why we are here)
- Stronger Together (links back to British Canoeing strapline, working together for the benefit of all towards shared goals)

The President requested that we all live by these behaviours and that the lessons learned from welfare issues would transform British Canoeing into the organisation we all want it to be.

The President thanked the Chief Executive and his team for listening to the members. It had been a fun and challenging year and he had been privileged to be a part of it. IL welcomed questions throughout the day from those in attendance.

The Chair invited questions or comments about the Annual Report from the floor.

The motion to adopt the Annual Report was proposed by Dave Spencer and seconded by Alan Laws.

Votes for: 125  
Votes against: 0  
Abstentions: 7

The Annual Report was adopted.

The Chair then invited the Chief Executive to present the Annual Review which was a progress report on Stronger Together, the Strategic Plan for British Canoeing for 2017 – 2021.

The 2018 “Look how far we’ve come” video was played in the room to introduce this section.

The Chief Executive invited members to contact British Canoeing if they wished to use the video within their clubs and regions to promote our sport.

DJ thanked IL for his address and expressed that it had been a privilege to work with him during the year. The Chief Executive thanked the Committees and Regions and acknowledged their excellent work and incredible effort during 2018.

DJ noted that Stronger Together was launched two years ago at the 2017 AGM in Manchester and that British Canoeing is committed to reviewing progress annually. He stated that inspiring a passion for paddlesport bound all of our work as we work towards a united British Canoeing.

In 2018, real progress had been made against the 67 targets highlighted in the report under a Red Amber Green (RAG) rating.

The headline achievements were:

- Personal Performance Awards reviewed and relaunched in January 2019. Take up greater than in first two months of Star Awards last year;
- Go Paddling website launched making it easier for people new to the sport to access information and content;
- New Membership management system launched in April 2018 increasing membership by 3% this year. Membership satisfaction rates had also improved;
- Published 165 canoe trails (target 150);
- 8 new challenges with leaderboards;
- Access and Environment work.

DJ paused his summary to ask **Ben Seal** (BS) to update on the Access work.

BS recognised the phenomenal work accomplished over the past 12 months by both the Access and Environment group and the staff team. He noted that the launch of the Access and Environment Charter in Westminster on 28 November had been well received and that the response that followed had been hugely encouraging.

He reported that since the launch, meetings had been arranged with the Minister of Sport, the Environment Minister and the Farming Minister. Colchester Club had lobbied their MP and had given a copy of the Charter to Michael Gove MP. BS announced that in Spring, there would be a ministerial visit to a National Regatta in Nottingham and a second big River Clean Up was being organised.

BS appealed to members to help maintain momentum by writing to MPs and to engage with clubs and the paddling community on the issue of Access. BS thanked IL for his kind words of support in relation to the campaign.

The Chief Executive thanked BS for the update stating that it was a great example of how British Canoeing is at its strongest when it works together as a joined up organisation.

**Teresa Gregory** (TG) requested that the members receive further information around how they can help on this agenda. It was agreed that BS would write to everyone attending the AGM outlining the ways in which members can help.

DJ continued to highlight the key achievements in the Annual Review;

- 30000 e-learning coaching modules had been accessed;
- Paddlesport instructor award launched;
- Paracanoe and Slalom World Class teams topped the medal table in their respective disciplines;
- 105 international medals won across every discipline;
- Secured £80k target of commercial revenue;
- Athlete Welfare plans progressing and working closely with the Athlete Rep Group;
- GDPR compliant;
- Completed UK Agreement;
- Review of Committee Structure and revised Terms of Reference completed;
- Green rating achieved in the safeguarding standard and code of governance compliant;
- Improved communications with 8 different newsletters with 40% open rates;
- 3 new micro websites launched – Awarding body, Go Paddling and International Events;
- Membership satisfaction – 57% to 64% of members now satisfied with our communications;

The Chief Executive confirmed that despite being behind schedule on the club work (identified as a priority to be accelerated in the next 12 months) we were still on track to deliver Stronger Together by 2021.

DJ reiterated how pleased he was with the progress made and thanked everybody, including the staff team, for their contributions in 2018.

The Chair invited questions from the floor.

**Steve Watts (SW)** (Chair, Canoe Polo) queried the red status of point 7.4 in Action Plan 7 in relation to the development of comprehensive training for technical officials at all levels, which he considered to be at a good level for Canoe Polo. DJ responded that whilst there were examples of good practice, collectively across all disciplines this area of work had still to be fully embraced.

SW observed that Canoe Polo had not been represented in the “Look how far we’ve come” video even though international medals had been won in 2018. The Chief Executive acknowledged this and apologised for this oversight.

**Peter Thorn (PT)** complimented the team on a good review. He then queried what appeared to be a lack of ambition around increasing the number of clubs given they provide a good mechanism of introducing new people to the sport, as well as contributing income to British Canoeing.

DJ stated that the strategy was derived from wide consultation and there had been no strong sense that increasing the number of clubs was a priority. The current strategy was to increase the number of people in clubs and then advance towards increasing the number of clubs, a target that may well become part of the 2021-25 strategy. The Chair stated that it was good

to have this in mind for the next strategy cycle. PT declared that many clubs were already at their maximum capacity and that creating new clubs was not a massive task. The Chief Executive thanked PT for his comments and offered to discuss further after the meeting.

**Stefania Rosso (SR)** (Brighton) appealed for a push to expand partnerships with those active in the open access and sustainable space, as she was a core member of a student group for sustainable sport. The Chief Executive thanked SR for her comments and noted that work had been undertaken in this area although not duly represented in the review. DJ confirmed that British Canoeing were working with agencies in this space and that 42 clubs were actively registered as paddle-ability clubs. However, he recognised that further work was still required in this area.

**James Smythe (JS)** (Marathon Racing Committee) noted that the MRC had worked in parallel with British Canoeing 2-3 years ago and that this was not always positive. However, 2 years into the new strategy, British Canoeing had engaged more, really listened, offered help to deliver better events, coaching improvements and safeguarding advice. Overall, he noted that amazing progress had been made. The Chair thanked JS for his comments.

The Chair confirmed that in 2020, British Canoeing would launch consultation for the development of the next 4 year strategy (2021-2025).

#### **8. To confirm the re-appointment of Ivan Lawler MBE, as President of British Canoeing.**

The Chair confirmed that British Canoeing appoint the President every two years. Ivan Lawler MBE was first appointed in 2017 and had worked extremely hard during his term and had provided commitment, advice and guidance to British Canoeing. The Chair thanked IL for the massive contribution he had made to the organisation as President. The Chair confirmed IL was standing again unopposed.

This appointment was proposed by Teresa Gregory and seconded by Pam Bell.

Votes for: 129

Votes against: 1

Abstentions: 2

The appointment was approved for Ivan Lawler MBE to be President until the AGM in 2021.

#### **9. To approve the Vice Presidents of British Canoeing nominated by the Board**

The Chair confirmed that the Articles provide for the AGM to appoint Vice Presidents to British Canoeing. The National Honours and Awards Panel (NHAP) considered nominations for the post of Vice President and those recommendations had been approved by the Board in January 2019. There were 3 worthy individuals who were proposed for nomination to the role of Vice President;

##### **9.1 David Belbin**

The Chair invited Norman Mason to speak to the proposal for David Belbin as Vice President.



This appointment was proposed by the Board of British Canoeing.

Votes for: 123

Votes against: 1

Abstentions: 8

The appointment was approved. The Chair congratulated David Belbin on his appointment as Vice President. David Belbin thanked the members for his appointment.

## **9.2 Jim Rossiter**

The Chair invited James Smythe to speak to the proposal for Jim Rossiter as Vice President.

This appointment was proposed by the Board of British Canoeing.

Votes for: 123

Votes against: 2

Abstentions: 7

The appointment was approved. The Chair congratulated Jim Rossiter on his appointment as Vice President. Jim Rossiter thanked all of those he had worked with in the sport.

## **9.3 Greg Smale**

The Chair invited Steve Watts to speak to the proposal for Greg Smale as Vice President.

This appointment was proposed by the Board of British Canoeing.

Votes for: 122

Votes against: 2

Abstentions: 8

The appointment was approved. The Chair congratulated Greg Smale on his appointment as Vice President of British Canoeing. Greg Smale thanked those he had worked with in the sport.

## **10. To approve the appointment of Directors nominated since the 38<sup>th</sup> Annual General Meeting**

The Chair confirmed that in line with the Articles, the Board had sought nominations from The Canoe Association of Northern Ireland (CANI) and the Scotland Canoe Association (SCA) for Directors. The Chair confirmed that the existing Directors had been re-nominated. The votes were taken together.

The appointments were proposed by David Belbin and seconded by Brian Chapman. The vote in the room was recorded as a single count.

## **10.1 Stephen Craig - Director nominated by The Canoe Association of Northern Ireland**

Votes for: 121

Votes against: 1

Abstentions: 8

## **10.2 Steve Linksted - Director nominated by Scotland Canoe Association**

Votes for: 122

Votes against: 1

Abstentions: 7

The appointments were approved.

## **11. To Amend the Articles of Association as per Board recommendations.**

The Chair introduced this item and explained that several changes to the Articles were proposed by the Board that were fully explained in the papers shared in advance. The Chair advised that there was clear rationale for each of the changes. These motions were special resolutions and as such would require approval by 75% of the votes cast.

The Chief Executive highlighted that the key drivers behind the changes fell into three categories that would be considered in 3 block votes:

1. UK Agreement;
2. Revised Committee Structure;
3. Minor changes

### **11.1 Proposal to Amend the Articles which reflect the new UK Agreement (“Aa” –“Ah” on article changes paper)**

There were 8 proposed changes (affecting 10 Articles) relating to the UK Agreement within Voting Block 1.

The Chief Executive outlined the purpose of the UK Agreement which is to guide the way the four national associations work together. The UK Agreement recognises that the 4 companies are independent. Changes to the British Canoeing Articles are required to reflect the ways of working and responsibilities outlined in the UK Agreement.

DJ briefly outlined each of these Article changes (Articles 3.1, 3.2, 5, 6, 7, 8, 10, 11, 26 & 48.)

**Article 26** - it was identified that the way Article 26 was worded implied that a person had to be a single full member of SCA, CANI and Canoe Wales to have the right to vote at general meetings of British Canoeing. The Chair proposed to amend the wording within this Article and pluralise “member” so it read “Full Members of the Scottish Canoe Association, The Canoe Association of Northern Ireland and voting members of Canoe Wales shall have the right to vote...”. The members agreed to the Chair’s proposal.

The Chair proposed that a vote for these changes to the Articles relating to the UK Agreement should be taken as a single vote.

The members agreed that the vote be conducted on this basis.

This motion was proposed by Alan Laws and seconded by Sean Clarke.

Votes for: 126  
Votes against: 0  
Abstentions: 6

The motion was approved by the requisite 75% majority.

### **11.2 Proposal to Amend the Articles which reflect changes in the Committee Structure (“Ba” – “Bc” on Article changes paper)**

There were 3 proposed changes to the Articles following the review of the Committee Structure within British Canoeing. DJ briefly outlined each of these Article changes (Articles 3.3; 78; 85).

The Chair proposed that a vote to bring the Articles in line with the revised Committee Structure should be taken as one vote. The members agreed that the vote be conducted on this basis.

This motion was proposed by Noel Humphrey and seconded by David Belbin.

Votes for: 126  
Votes against: 0  
Abstentions: 6

The motion was approved by the requisite 75% majority.

### **11.3 Proposal to Amend the Articles which are minor changes necessary for modernisation and/or to correct errors (“Ca” to “CI” on Articles Changes Paper).**

There were several proposed changes relating to the modernisation and correction of the Articles. The Chief Executive outlined each of the proposed changes.

**Article 50** - DJ explained this Article in more detail. He advised that Article 50 was drawn directly from the UK Sport Code of Governance designed to give flexibility for a Board member to serve beyond 8 years if appointed;

1. As Chair of the Company or;
2. To a senior position with an international federation

Article 50 mirrored the wording of the UK Sport Code of Governance and would align British Canoeing to other NGBs.

**Steve Watts** (SW) asked for clarification on the definition of a “senior” position in an international federation. DJ stated that this would be for the Board to judge and for the members to approve but was likely to refer to Board Level appointments within the International federation. The Chair remarked that UK Sport could not define it any more precisely as each sport had different international structures, hence it had been written in this way.

**Teresa Gregory** (TG) stated that the wording appeared ambiguous and provided for the Chair to be able to serve 3 terms. The Chair consulted Board Member James Fry to check the feasibility of inserting a provision “subject to Article 51” that stipulated that the Chair can only serve a maximum of 2 terms. Following some discussion, the Chair proposed Article 50 was deferred until the AGM in 2020. The members approved this proposal.

**Sean Clarke** (SC) noted that some of the numbering was inaccurate. DJ confirmed the numbering had been complex because so many Articles were repositioned. He assured the members that this would be corrected in the final amended version.

**David Moss** (DM) suggested that in relation to Article 3.14 under “Ca” in the Articles changes paper, “others” be added to the “codes of conduct for members and canoeists” to encourage code of conduct to disseminate through clubs and elsewhere. The Chief Executive replied that this wording worked for the current position of the organisation. To have codes of conduct for others would be difficult to endorse due to the lack of jurisdiction over some parties. Policies, procedures and codes were constantly changing. It was agreed that this Article be revisited in greater detail next year.

The Chair proposed that a vote to correct minor amendments to the Articles be taken as a package, with the exception of Article 50 which would be withdrawn and presented to the next AGM in 2020.

This motion was proposed by John Chamberlin and seconded by Roger Fox.

Votes for: 127  
Votes against: 0  
Abstentions: 5

The motion was approved by the requisite 75% majority.

### **Any Other Business**

No other business was received.

The Chair confirmed that the draft minutes would be made available on the website together with an amended copy of the Articles to show a clean version.

The Chairman thanked everyone for attending and for their continued work in support of British Canoeing.