

ANNUAL GENERAL MEETING

MINUTES OF THE THIRTYFOURTH ANNUAL GENERAL MEETING OF BRITISH ROWING held on Saturday 14th October 2017, at 1.00pm in the Tuke Common Room, Regent's University, London NW4 1NS.

PRESENT –

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

Council Members: M.D. Williams, H. Morgan, C. Anton, D. Biddulph, A. Blit, C. Briegal, A. Cawood, P. Clements, J.C. Davies, L. Dillon, C. Eales, C. Harrison, N. Hubble, P. Knowles, M. Laing, F. Ljubicic, H. Middleton, R. Miller, G. Nicholls, V.J. Parry, A. Weekes, S. Worley (HRSA).

In attendance: J. Hotchin (Substitute for K. Phillips), J. Clayton (Maidstone Invicta RC), M. Warner (Maidstone SBH), G. Arthur, Legal Adviser.

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

Apologies: M. Brandon – Bravo, MBE, J. Cary, S. Gourevitch, G. Houston, M. Morrice, K. Phillips.

I. CHAIRMAN'S STATEMENT

The Chairman opened the meeting by asking Council to join her in remembering those that the rowing community had lost during the last 12 months. There had been a large number of sad losses, not least of which was Dame Di Ellis. It seemed only yesterday that she had stepped down from her role as Chairman after an astonishing 24 years.

Dame Helen Alexander (past PLA Chairman), Richard Ayling (Kingston RC), Jack Camilleri (Upper Thames and Oxford Brookes), John Comer (Putney Town RC), Neil Coulson (Ross RC), Derek Drury (Emanuel, Canford, Shiplake Schools, Leander and Boat Race coach), Brian Eddy (Maidstone Invicta RC), Dame Di Ellis (British Rowing Hon President, past Chairman), Lionel Everington (Walton RC), Ian Fisher (Runcorn & Liverpool Victoria RC), Paul Gooder (Hollingworth Lake RC), Clive Hatto (Burway RC), John Hudson (Nottingham RC), Desmond Kelly (Leeds RC), Martyn Kelly (Welsh Rowing Association), Bill Lowry (Tyne ARC), David McLellan (FISA Umpire & past Chairman of the National Schools Regatta), Chris Moyse (Plymouth ARC & WEARA), John Pascoe (Torquay RC), Jim Railton (Rowing Correspondent), Gordon Sandifer (Walton RC), Nigel Sprague (Tyne ARC), Trevor Williams (Vesta RC), Bob Wilson (Maidenhead RC), Aaron Wright (Beccles RC).

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

The year after an Olympic and Paralympic Games is always a period of reflection and rebuilding, particularly on the international side. Not least, with the sector in a fragile state with stories of bullying, corruption, doping and match-fixing across the globe this year. However, under the CEO and the Directors' Team, and with the invaluable support of Council we are making some really positive steps in the right direction. Our membership is growing steadily and it is a young balanced membership, with over 59% under 25 and an almost 50 / 50 gender split.

Our Senior team, with 75% of its athletes new at this level have had an exciting year. Unusually they raced at all three world cups and won the overall trophy; they put in solid performances at the European Championships and a very credible 7 medals at the Senior World Championships in Sarasota, including a dominant performance by the Para-rowing Mixed Four who took Gold by a margin of 23 seconds over 2000m. The 5 Olympic class medals met the top of our target range for UK Sport and each was wonderful in their own right but special mention must go to the Men's quadruple scull for their phenomenal Silver under extraordinary circumstances. Each race and every crew progressed well and there will no doubt be more to come as these young athletes mature and some familiar faces return from a post-Olympic sabbatical. Supporting these new athletes from across the Home Countries to step up in such numbers is not an easy task and I am very proud of the way that our coaches, sports science and medical team and team managers are helping them to make that transition.

Below the Senior team, GB finished second on the medal table at the Junior Worlds, with a best-ever haul and the U23 team came third overall with five medals, two Gold, two Silver and a Bronze. GB won the overall Coupe de la Jeunesse and the GB France J16 Match and England took the overall cup at the Home International Regatta. I would like to thank all the coaches across the junior rowing programmes in our clubs and schools for the endless hours, energy and enthusiasm they put into developing each and every child that turns up at their door. There is undoubtedly still work to do to regain pole position in the medal tables but there is no complacency amongst the Team and there is plenty to look forward to. Whilst on this note I would like to thank our funding partners, UK Sport and the National Lottery as well as Sport Scotland and Sport Wales for the part they play in helping Scottish Rowing and Welsh Rowing, and Sport England for their investment into our England Talent Pathway.

There is no doubt that funding and finance has been a major focus this year, given our reliance on public funding to run our domestic and national programmes. The 2015 – 2024 strategic plan recognised the need to reduce this reliance and we have made good steps towards restructuring the organisation so that we can be in a position to maximise our assets and secure alternative revenues rather than increasing membership fees in the future. A number of new commercial partners this year, both in cash and in kind will bring added value to the services and events we can offer the sport. Our merchandising agreement with Mizuno will launch a range of replica kit for the first time next week, in time for Christmas. And the development and growth of indoor rowing, from substantial Sport England investment, has the potential to be a very valuable area for the sport (with an estimated audience of 825,000) and one where our clubs can engage and benefit directly, particularly through the GoRow Indoor programme which is currently being piloted at Kingston, Peterborough, Bristol Ariel and the Ahoy Centre at the London Docks.

Diversifying and expanding the rowing offer whilst building and strengthening the successful areas, is an important part of our strategy and alongside an expanding British Rowing Indoor Championships, British Rowing held an inaugural Offshore Championships

event attracting entries from Ireland, Peru, Guernsey, Sweden and the Czech Republic as well as a good home contingent. Plans to develop a sprint series that could transform our media presence are progressing and the Masters and Junior Championships continue to grow, whilst we review the Senior Championships. I would like to say a huge thank you to all the volunteers and staff who work so hard to deliver these events, and all our affiliated events every year. Your investment in time and expertise is of huge value and much appreciated.

We continue to work to engage and better understand the needs and aspirations of all our stakeholders and to develop support and offers to meet the needs of our members based on robust and detailed insight. We have recently closed a member survey which had a record number of respondents this year, the school age rowing review received an excellent response from coaches, parents and children and a quarter of all registered coaches took part in the first coaching survey.

The Competition Review and introduction of the Personal Ranking Index have been a major focus again this year and one that will undoubtedly continue to solicit debate and be refined as it beds in. BROE2 has been a success and the numbers of races taking part year on year is growing, up 20% since 2012. The review has been a huge area of work and I am extremely grateful to everyone that has worked to design and develop and feed in to this project from across the sport. There are a great many, but especial thanks to Guin Batten and Phil Clements for their roles in the project.

Re-building and re-structuring with the loss of staff in the regions and in the education area was painful for all affected. Re-thinking how the Membership & Rowing Community directorate works has meant some innovative thinking about communications and information access, and there are further challenges ahead with the introduction of the new GDPR, unknowns around Brexit, a fluctuating exchange rate, and declining Lottery revenues. I want to thank the Council members, Standing Committee members and Chairs for their support and advice both personally and to the staff over the last twelve months and for the immense work you put in to ensure the sport is well-run at a local level. I would also like to thank Gary, my Deputy, and the rest of the Board for their work across all the sub-committees as well as in the Boardroom. It does not seem appropriate to make further comment here about the Council and other until we have been through the agenda.

In conclusion I would like to announce the British Rowing Medals for 2017.

The Medal of Merit is an award made in recognition of individuals who have made an outstanding contribution to regional and club rowing.

Jim Downing, Chairman and Founder of London Youth Rowing, is awarded the 2017 Medal of Merit for the amazing work he has done to help thousands of young people from areas of high economic and social deprivation across London, active, both indoor and on the water. Jim founded the Charity and has been its key advocate, fundraiser and visionary over the last 13 years. The Charity launched the National Junior Indoor Championships and has several flagship programmes that use sport to develop young peoples' life skills and improve their physical and mental wellbeing.

The Medal of Honour is an award that recognises the highest levels of service and exceptional commitment to the sport of Rowing in Britain and internationally.

The first award is to an organisation that has supported and helped develop our para-rowing team over 12 years; the British Paralympic Association. The BPA has supported the preparation and delivery of our individual para-rowers and supported the welfare and development of our coaches and support staff over the last three Paralympic cycles, from the first as the new sport of rowing in Beijing through to Rio where GBRT delivered a full-house of three Gold and one Bronze medals. This is a result that I cannot imagine being bettered. The BPA has supported talent identification and transfer; and left no stone unturned in integrating the rowing team into ParalympicsGB to ensure that every athlete is given the best chance to deliver their best performances at the Games.

The second is to a current member of staff but not only for her role in British Rowing. It is almost impossible to separate all the roles that Rosie Mayglothling has done as both a volunteer and employee (for over 30 years) for her outstanding contribution to rowing, not just in the UK but globally. She has taught me and many others that anything is possible; a GB team member Olympian, a club and GB international coach, rowing researcher, academic and author, Rosie has worked tirelessly to promote women's rowing including as a founder member of Henley Women's Regatta, on the sport science side in supporting the GB Rowing Team, on the British Rowing Technical Panel, as a coach educator and in driving standards in coach education across the UK. Rosie has also made a huge contribution to rowing at an international level and is a key part of British Rowing's relationship with our international federation, FISA. She continues to serve on the FISA Competitive Commission, where she has been Chairman for the last four years. She is a member of the FISA Fairness committee and a FISA Council member and has driven the coach education programmes that British Rowing has so successfully rolled out in Africa with the support of FISA and UK Sport. Most recently she has masterminded the inaugural British Rowing Offshore Championships, on a shoe-string budget, truly someone who goes above and beyond.

The third Medal of Honour for 2017 is awarded to a long-serving member of the Council and the longest serving member of the Board of British Rowing. Gary Harris, has ticked just about every box in his volunteer career in rowing, as an athlete, club captain, coach, coach educator and assessor and regional representative on national committees, committee chairman and secretary as well as serving as club president. He became a Council member in 1995 and was one of the first two Deputy Chairmen to be elected in 2001. As chair of the National Coaching Committee he took on a lead role in delivery of Project Oarsome that transformed junior rowing at our clubs. Gary has volunteered at national and international events, Olympic and Paralympic games, has been a delegate representing British Rowing at many FISA Championships and congresses and was for many years the British delegate to the Coupe de la Jeunesse, before being elected its President four years ago. During his time as Deputy Chairman he has supported first Dame Di and then me as an excellent deputy and adviser, in many areas, always bringing a great deal of experience and an objective view and never shying away from taking on some very tough and unpleasant duties during his time on the Board. Gary stands down as Deputy Chairman in order to help us achieve compliance with the new Code of Governance but will remain as Chair of the Sport & Recreation Alliance's Water Recreation Division, President of the Coupe and will continue to support the Coach Education Programme.

Council joined the Chairman in warmly congratulating the recipients.

ORDINARY BUSINESS

2. Apologies for Absence

Noted and recorded above. Proxy votes had been received and recorded as follows; J. Cary with C. Anton, P. Clements with N. Hubble, M. Morrice with A. Phelps, K. Phillips with J. Hotchin,

3. To approve the Minutes of the Thirtythird Annual General Meeting held on Saturday 1st October 2016.

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, 2017.

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 said the ambition to eliminate the deficit had been revised to the end of the four-year cycle following the funding awards and subsequent re-structuring of the organisation.

There were no further questions.

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

The meeting noted that a re-tendering process had been held two years ago and that the position was re-evaluated each year. 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 Resolution

To consider and if thought fit to pass the following resolution, namely that:

The existing Memorandum and Articles of Association of British Rowing Limited be removed and substituted by the new Memorandum and Articles of Association attached to this resolution to take effect from 31st October 2017.

The Chairman summarised the actions taken since the Code for Sports Governance had been launched and the implementation date of 31st October announced.

She said that both globally and in the UK there had been a number of accusations and concerns about working practice and accountability across sporting organisations, resulting in the government wishing to ensure that the governance of sport in the UK was upheld as a gold standard.

It has been the view that British Rowing has been a very well governed sport, however there was now a requirement for all to comply with the Code and this could be seen as an opportunity to review the structure.

A presentation was given by the CEO which covered two significant areas; a summary and commentary on the work that had been carried out and the various options that had been considered in advance of the AGM.

The Code now required the Board to be the primary decision maker for the organisation and in order to arrive at a set of new and compliant Articles a Governance Working Group had been convened. The group had agreed a series of principles which had guided the process.

Central to all discussion had been respect for the Regional structure of the sport, taking on board that the future relationship between the Board and the Regions was key to the success of any change. Also essential was representation of the Home Nations and the Regions on committees.

Currently the Sport Committee was conducting a skills audit to review the skills and experience of its committee members. Once the information had been gathered the CEO with A. Crawford would work together on this aspect of the sport's delivery.

It was hoped that the rowing community would be assured by the proposal to retain four Board roles which would be elected by the sport at an AGM. Going forward the Regional Chairmen's Forum would provide a mechanism for two way communication between the Board and the Regions. It was also noted that the terms of office for Regional Chairmen and representatives had been extended to three terms of three years and that the sport appointed Board members would be two times four years.

The working group and the Board had discussed in some detail the various pros and cons of voting at an AGM. They had considered whether each Affiliated Member should have a vote, however the outcome of discussions was that no party wished to diminish the role of the Regional Councils. This could be re-visited but given the time constraints imposed it was felt that this was the right way forward at this point. However, given this decision it was clearly important to ensure that the Affiliated Members did not feel disenfranchised and effective communication would be vital.

G. Arthur, legal adviser, explained that the work on the Articles essentially covered four sections;

Section 1: the work of the organisation and to all intents and purposes this remained the same.

Section 2: the new Code for Sports Governance intended to set a gold standard of best practice and set out to protect the investment of sport's funding bodies. Paragraphs 6 – 30 addressed this and contained some differences relating to appointments.

Section 3: this addressed the membership and covered the definitions and voting arrangements for the Annual General Meeting.

Section 4: covered areas that the organisation must do to fulfil its statutory obligations.

Sections that dealt with other matters would be contained in the secondary instruments, notably a Corporate Governance Handbook, a set of Member Regulations and the Rules of Racing.

The Chairman underlined that wherever possible the existing Articles had been adhered to, ensuring that the revised wording was compliant with the requirements of the Code and of the law. She confirmed that the four Board members who were elected by the sport were; the deputy chairman, the Sport Committee chairman and two others. It was noted that the athlete director was a separate appointment that was elected by the GBR team.

The Board would no longer have a vote at an AGM or EGM. The skills of the independent directors might vary from time to time. The Board had an annual audit of its skills and experience and this was used to draw up job descriptions for the independent directors. Previously targeted had been individuals who had brought experience in legal, marketing, finance and audit and risk as these were areas that the Board had wished to strengthen.

The Chairman asked the meeting to go through the Articles section by section.

G. Nicholls asked about the link between regional elections and the terms of reference for Regions. The CEO said that work was yet to be done on the Regional Constitutions. The voting members at an AGM would be those appointed by their Region to represent their Council. The intention was to allow the Regions to keep autonomy around the appointment of their Regional Chairmen whilst complying with the requirements of the Code.

M.D. Williams raised a question of the remuneration of Directors which was not touched upon in the Articles. This would be a matter to be agreed at an AGM and should be included in the Rules. The Chairman said that the sport should not reject the idea of remuneration without considering carefully the implications. She felt that without some flexibility on this the organisation may restrict the pool from which it could recruit.

There was discussion about the growth and inclusion of indoor or coastal rowers and how this might skew membership if clubs were to become affiliated. It was noted that the regional representation was currently calculated on a three-yearly cycle. The CEO said it was important to retain flexibility to increase membership in this way and to reach out to these groups. This would be addressed in the Rules but in the meantime the Regions had a central role in proposing clubs for affiliation. N. Reilly-O'Donnell added that for a significant number of children their pathway into the sport was through indoor rowing and that this was an area that British Rowing should be making as accessible as possible.

There was also a brief discussion about whether or not voting members should be required to attend an AGM in person. With views for and against, it was agreed that this would be regarded as a substantive change to the proposal if to be included explicitly and that for the time being all were able to record their vote by proxy.

Vote: 33 for adopting the new Articles. 1 against. No abstentions.

The Chairman was joined by Council in thanking the Governance Working Group, the Regional Chairmen, H. Mosienko and G. Arthur for all their hard work in meeting the challenging deadlines imposed.

J. Clayton, speaking on behalf of Maidstone RC, asked that his strong view that the Code, and its implementation, was an unreasonable demand by the government be recorded and that the grassroots of the sport was fed up with being held to ransom in this way.

The Chairman thanked J. Clayton for attending and said she was sure his views resonated with many in the sport. However, she would wish to emphasise Rowing's commitment to being a well governed sport that continued to strive for the highest standard of best practice.

The meeting ended at 2.45pm