



**BRITISH CANOEING
38TH ANNUAL GENERAL MEETING MINUTES**

**Held at Eastwood Hall, Nottingham, NG16 3SS
On Saturday 24th March 2018 at 10.00am**

In Attendance:

Voting Members:

Alan Laws; Alan Mellor; Alan Lee; Andrew Train; Barry Curley; Ben Seal; Bethan Morris; Bruce Buckland; Brian Chapman; Cathy Wynne; Carl Von Berg; Charles Mann; Christopher Arrowsmith; Clare Dallaway; Colin Broadway; Daniel Udell; Dave Rossetter; Dave Spencer; David Belbin; David Green; David Robinson; David Wakeling; David Walton; Dee Paterson; Deirdre Hanson; Derek Playford; Greg Spencer; Guin Batten; Howard Blackman; Ivan Lawler MBE; James Rossiter; Jane Evans; Jenny Spencer; Joan Veal; Joe Parkin; John Chamberlin; Kevin East; Kev Homewood; Laura Hussey; Graham Kingebay; Matt Sim; Mark Bache; Mark Thomas; Nicola Bache; Noel Humphrey; Oliver Robins; Pam Bell; Paul Carroll; Paul Ratcliffe; Paul Robertson; Peter Harris; Peter Schofield; Professor John Coyne CBE; Rae Baker; Richard Bowyer; Richard Boreham; Roger Fox; Rowland Lawler; Siobhan Urquhart; Sophie Walton; Stan Missen; Stephen Craig; Sandra Homewood; Stephen Moore; Steve Warwicker; Stuart Smith; Teresa Gregory; Tony McCabe.

Non-Voting Attendees:

Allison Slater; Chris Page; Gary Palmer; Molly Green, Robert Brookes, Stuart Fraser, Sara Whelan.

British Canoeing Board Members:

Professor John Coyne CBE, Chair, Clare Dallaway; David Belbin; Dee Paterson; James Fry; Richard Boreham; Stephen Craig; Bronagh Kennedy; David Joy, Chief Executive.

Staff Members in Attendance:

Paul Ratcliffe, Guin Batten, Barry Wade, Lee Pooley, Urvasi Naidoo, Susan Hicks, Rob Knott, Ruth Norfolk, Laura Peberday, Jack Carnell, Laura Sutherland, Gemma Wiggs, James Unsworth, Zofia Campbell, Chantelle Grundy, Ben Seal, Howard Blackman.

Apologies:

Greg Smale, Allen Westerby, Andy Maxted, Steve Clarke, Steve Linksted, 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, the Vice Chair David Belbin, the President Ivan Lawler MBE and David Joy, Chief Executive Officer. He then acknowledged fellow Board Directors in the room; James Fry, Richard Boreham, Clare Dallaway, Bronagh Kennedy and Dee Paterson along with David Wakeling and Mark Bache who were both seeking appointment at the meeting. He noted that two Board Members, Greg Smale and Steve Linksted had sent their apologies.

The Chair explained that one of the motions later on the agenda was to change the Articles in relation to

proxy votes. The Articles provided for proxy votes only to be counted if a poll vote was called, but this had not been the custom and practice within British Canoeing at previous meetings. The Chair stated that he was proposing that the counting of Proxy Votes on a show of hands be applied for the meeting without the need for a poll vote.

Members agreed that the meeting should be conducted on this basis.

2. To Appoint Tellers for the Meeting.

The motion was proposed by Alan Laws and seconded by Richard Boreham to appoint Derek Playford, Barry Wade and Lee Pooley as Tellers.

Votes for: 85

Votes against: 0

Abstentions: 11

The tellers were appointed.

3. To Adopt the Minutes of the 37th Annual General Meeting held 25 March 2017.

Teresa Gregory raised that she thought some persons had been omitted from the attendees listed. The Chair confirmed the attendees recorded were based on those that had registered and were entitled to vote. A further check would be conducted.

The minutes were proposed by Alan Laws and seconded by Roger Fox.

Votes for: 96

Votes against: 0

Abstentions: 0

The minutes of the 37th Annual General Meeting were adopted.

4. To consider matters arising from the minutes of the 37th Annual General Meeting.

At the 37th Annual General Meeting a motion proposed by Ivan Lawler MBE and Teresa Gregory regarding athlete welfare had been discussed and approved.

A report from the Board of British Canoeing provided an update on the work on athlete welfare and wellbeing which had been completed during the past twelve months. Paul Ratcliffe, Performance Director was invited to speak to the report and explained briefly about the philosophy of putting athletes at the heart of the programmes. There had been some significant developments and improvements which were recorded in the report. Paul Ratcliffe highlighted progress in the following three areas:

Culture. It was clear that there had been very different cultures and experiences in the Sprint, Slalom and Para programmes and the team were working hard to develop a better performance environment and culture across all programmes. New Head Coaches had been appointed in all three programmes and

all three had an athlete centred approach. Zofia Campbell had been appointed Performance Wellbeing Coach and a Performance Wellbeing Group had been created.

Processes. Clear lines of accountability had been confirmed with the Performance Director working more closely with the Chief Executive and being fully accountable to the Board through the Chief Executive. Safeguarding processes and the Safeguarding personnel had changed to improve independence and transparency.

Communications. Besides the improvements in several key policies such as the Selection Policies, and the Whistleblowing Policy, an Athlete Representatives Group had been created and there was better communication and collaboration with athletes over welfare issues.

Paul Ratcliffe confirmed this was an ongoing commitment and that British Canoeing would work hard to continuously improve and develop best practice in athlete welfare.

The President, Ivan Lawler MBE replied and acknowledged that much work had been done in this area and that the benefits had been felt not only by athletes but also parents, supporters and coaches. He was encouraged to see so much progress and a distinct change of tone and an increase in positivity within the programmes. In particular, changes to the structure and the staff on the programmes had been very positively received and the athlete voice could now be heard without fear of backlash. However, he confirmed there was still work to be done and he would remain vigilant for any sign of slippage on the principles and actions promised.

The Chair thanked the President for his reply and assured the attendees that the Board was fully supportive of this work to enhance and further develop athlete welfare. He also thanked and congratulated Paul Ratcliffe, Zofia Campbell and the whole Performance team for their dedication and hard work to achieve so much in a short space of time.

5. To Adopt the Minutes of the Extraordinary General Meeting held 25 March 2017.

This was proposed by Roger Fox and seconded by Richard Boreham.

Votes for: 96

Votes against: 0

Abstentions: 0

The Minutes of the Extraordinary General Meeting were adopted.

6. To consider matters arising from the Extraordinary General Meeting.

Teresa Gregory raised a query regarding the terms of office for Directors and sought clarity regarding the process. In particular, when reading the summary board minutes, she had got the impression that there was an understanding that Board Directors would automatically be reappointed for a second term without any reference to a skills matrix and an appraisal/evaluation.

The Chief Executive replied that in relation to terms of office, each Director was appointed for one term

of four years but is eligible for up to two terms. They would each be required to go through a reappointment/re-election process once their first term of office had ended. This would include approval by the AGM. He apologised for any lack of clarity within the summary minutes but confirmed a clear understanding of this process.

In relation to reappointment of Directors, the Chief Executive confirmed that the term of each Director was now clearly detailed on the web site.

7. To adopt the accounts for the financial year 1.11.16 to 31.10.17.

The Chair asked the Vice Chair and Chair of the Finance & Audit Committee, David Belbin to introduce the accounts. David Belbin explained that throughout the year membership had increased and that this was very encouraging. He explained that following an internally commissioned VAT review British Canoeing had determined that it should make a retrospective payment to HMRC on the basis of a changed VAT environment. This payment had offset the additional membership income.

The additional VAT payment and a change in accounting policy recommended by British Canoeing auditors and accepted by the board had resulted in a break-even year despite more income being generated from membership and coaching.

The motion to adopt the accounts was proposed by Derek Playford and seconded by Roger Fox.

Votes for: 95

Votes against: 1

Abstentions: 0

The accounts were adopted.

The Chair noted that there had been a significant volume of work within the area of finance and audit during the previous twelve months and he expressed thanks and appreciation to David Belbin, the Finance and the Audit Committee and internal staff for all their work over the year.

8. To appoint 'Haysmacintyre' as the Auditors for the financial year 1.11.17 to 31.10.18, and to authorise the directors to fix their remuneration.

The Chair advised that, in accordance with best practice, the audit partner at Haysmacintyre had changed and that the Audit and Finance Committee and the Board proposed to re-appoint Haysmacintyre as they were the firm with the most relevant sports sector experience.

The motion was proposed by Dave Spencer and seconded by Roger Fox.

Votes for: 95

Votes against: 1

Abstentions: 0

The appointment was approved.

9. To adopt the 38th Annual Report of British Canoeing for 2016/2017.

The Chair noted that the Annual Report had been circulated to all members attending the AGM and was also available on the website. He commended the report to the members noting that its format was in response to member requests at the last AGM. He thanked all of those who had provided individual reports which had been incorporated into the Annual Report. The President, Chief Executive and Chair had all provided a report of the year within the document.

The Chair noted that he would wish to see his report and that of the Chief Executive as in the printed version without the need for them to speak to it. However, he expressed the view that it was important to hear from our President and invited the President, Ivan Lawler, to speak to his report.

The President stated that since his appointment he had discovered just how wide ranging British Canoeing interests were and that he had been introduced to people, skills and experiences that were completely new to him. He noted that as a member organisation, the members are capable of making huge changes if they come together across the many aspects of common interest. He had made an effort to visit each discipline, region and home nation during the year and would continue to do this in the future. His message was that we should set aside our preconceptions of what other disciplines do, what other people value, and of how valued we are within the organisation. This would be the first step to becoming a stronger group, a group that is capable of progress, change and success. He stated that he believed every discipline within British Canoeing have the same struggles, the same needs, and share common goals. He believed all members share a common interest to enjoy our paddling more often, in more places, with more like-minded people, and feel represented by British Canoeing. He said members want to know that they were heard and that their views were both respected and valued.

He confirmed he had taken on a more active interest in matters of access after meeting Pam Bell from Waters of Wales and that he recognised access to water as the single most important thing we need to address as a sport.

His explained that his experiences throughout the year had led him to better understand the value in the strategic plan in that it provided the members with clear ways that they could be involved in the growth and development of the sport and that the title offered a really positive way forward and was not simply a marketing phrase.

The Chair thanked the President for his report and invited questions on the whole report.

Teresa Gregory suggested that everyone present should take the Annual Report document back to their clubs and share it as it was very useful. The Chief Executive confirmed that a hard copy of the Annual Report would be circulated to all clubs.

The motion to adopt the Annual Report was proposed by Dave Green and seconded by Colin Broadway.

Votes for: 96

Votes against: 0

Abstentions: 0

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 Chief Executive confirmed that he was pleased to see within the Annual Report all the excellent work of the Committees and Regions and acknowledged the volume and quality of this work and its importance within British Canoeing.

He also confirmed that he was also pleased to see how “Stronger Together” had been embraced by many during the year. He felt that whilst there was still much to do, there was a sense that more people were now wanting to work together which was encouraging.

He commented that whilst it was a 4 year strategy, some encouraging progress had been made in the first year and this progress was highlighted within the Annual Review. He also commented on some of the challenges that had been faced during the year, not least the reduction in funding which had led to a reduction in staff numbers and some difficult athlete welfare matters. Despite these challenges, he noted 9 out of 67 KPI’s within the strategy had already been achieved. He highlighted the completion of the Membership Review, plans to have four international events before 2021, the launch of a new economic model for coaching, and the launch of an eLearning platform for coaches which had been accessed 17,000 times in just 4 months.

The issue of access and the challenges around access had been identified in Ambition Six and it had been identified as a key area of focus for 2018. The Chief Executive invited the President to speak about the joint statement on access.

The President explained that it had become apparent to him that the work around improving access lacked urgency and a defined direction and target. He and Pam Bell had initially put forward a motion to the AGM to encourage a more urgent approach. The motion was published at the same time as the series of British Canoeing roadshows were being held, where British Canoeing was also setting out its intention to launch an Access Charter and campaign. It became apparent that the two proposals and intentions were very similar. Following constructive discussions, a joint statement on access was developed and he and Pam Bell felt it contained serious commitments to address the points raised in the motion and so the motion had been withdrawn in favour of supporting the joint statement. Pam Bell was invited to comment on the matter

Pam Bell explained that British Canoeing was agreeing to the Access campaign for England but this did not include Wales due to devolution of access and facility policy. She suggested that the Canoe Wales Board should call an Extraordinary General Meeting to discuss the relationship between the NGB and the commercial operation at the Trewern. She then proceeded to outline the work that had been done to gain open access to water. She urged everyone to see the campaign through in England. She predicted that there would be huge opposition and there would be huge pressure to settle for less, but that we should continue to press for proper access to inland waterways. She felt that these were exciting times for access in England and she felt privileged to be a part of it.

The Chair invited Ben Seal, British Canoeing Places to Paddle Manager, to speak.

Ben Seal thanked Pam Bell and the President, Ivan Lawler and for their continuing commitment to the work and to the Access advisory group for their passion, their work, and the progress that had already been made. He believed that the membership were positive about British Canoeing's approach and their clear goals as set out in the Charter. He acknowledged that legislation would be hard to achieve but that it was the long term aspiration.

David Wakeling Chair of Canoe Wales responded to Pam Bell and stated that he felt that legislation was still a possibility in Wales. He noted that Pam Bell had brought a motion to Canoe Wales AGM on this matter. With regard to the charges set by Canoe Wales he explained that commercial income was vital to the organisation and without it the organisation would fold. They have costs to meet such as maintenance and water releases. In this respect, he explained that Canoe Wales is currently experiencing considerable funding pressures.

Alan Lee asked what the meeting thought of actions such as a Mass Trespass similar to the campaign launched by ramblers.

Ben Seal replied that this type of action would not send out the right message and might be detrimental to the wider case.

The Chair asked if there were any other comments on the Annual Review.

Jim Rossiter asked in relation to Ambition 2 what was being done to retain old members and find out why they were leaving.

The Chief Executive explained that new systems would be in place by the end of April to gather insight into membership and the organisation would be in a stronger position to understand why members leave and to encourage them to return.

10. To approve the appointment of Director(s) appointed since the 37th Annual General Meeting.

10.1 Mark Bache Independent Director

The Chair confirmed that as David Belbin was leaving the Board at the end of this Term, the Board required a qualified accountant with sufficient experience to replace him as a Director and Chair of the Finance and Audit Committee. He confirmed that an open and transparent recruitment process was carried out and Mark Bache was selected as being the best candidate. It was noted that whilst Mark is active at his club he is not a secretary, treasurer or chair and therefore falls within the definition of independent director.

Mark Bache introduced himself as a member of Solihull Canoe Club and organiser of recreation tours for his club all over the country. In relation to work he explained that he is a chartered accountant with 32 years of experience. In the last 10 months he had set up his own finance consultancy.

This appointment was proposed by David Belbin and seconded by Richard Boreham.

Votes for: 97
Votes against: 1
Abstentions: 0

The appointment was approved.

10.2 Greg Smale Director nominated by English Council

The Chair explained that Greg Smale was attending ICF meetings. He was the ICF Chair of Canoe Polo and had been doing some amazing work in support of Canoe Polo by securing a sponsor for the Canoe Polo championships. The Chair also explained that the maximum two terms of 4 years for Directors had been introduced in 2014 at which point all Directors had started their first term. Greg Smale had therefore served one term and was eligible to serve a second term.

This appointment was proposed by Carl Von Berg and seconded by Alan Laws.

Votes for: 96
Votes against: 1
Abstentions: 0

The appointment was approved.

10.3 David Wakeling Director nominated by Canoe Wales

David Wakeling introduced himself. He explained that he had got involved in canoeing when his children were younger. He confirmed he was the Chair of Canoe Wales and was an electronics design engineer by profession and ran a small design and manufacturing company based in the valleys of South Wales.

This appointment was proposed by Roger Fox and seconded by Peter Harris.

Votes for: 81
Votes against: 2
Abstentions: 14

The appointment was approved.

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

The Chair introduced this item and explained that in response to points raised by the membership the Board had decided to propose some changes to the Articles. These motions were special resolutions and as such would require a majority of 75% of the votes cast.

11.1 Proposal to make the Articles gender neutral throughout.

The Chief Executive explained that this had been discussed at the Extraordinary General Meeting in

2017. The current articles provided in the definitions:

“words denoting the masculine gender only shall include the feminine gender”

It had been suggested that this was not sufficient and that the articles should be fully amended so as to be gender neutral. The Board therefore proposed the following amendments:

- The statement “words denoting the masculine gender only shall include the feminine gender” in the definitions section (page 12) be deleted;
- references to “Chairman” be changed to “Chair” throughout the Articles;
- references to “he” be changed to “they” throughout the Articles;
- references to “his” be changed to “their” throughout the Articles.

Votes for: 95

Votes against: 1

Abstentions: 2

This motion was proposed and seconded by the Board and was approved by the requisite 75% majority.

11.2 Proposal to Amend Article 27

It was noted that the Article did not actually allow for votes held by proxies to be counted on a show of hands. This was contrary to the Companies Act. The Board was proposing the following amendment so that the Articles were in compliance with the Companies Act and proxies would be counted on a show of hands. This would reflect what had actually occurred in practice.

The Board therefore proposed the following amendment:

27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Full Individual Members present in person and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded. **The show of hands shall include proxy votes where the proxy has been appointed in accordance with Article 31 and where the proxy holder is a Full Individual Member present in person.** Unless a poll is taken, the declaration of the result of a show of hands by the chair of the meeting shall be final and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

Votes for: 96

Votes against: 1

Abstentions: 0

This motion was proposed and seconded by the Board and was approved by the requisite 75% majority.

11.3 Proposal to Amend Article 31

If Article 27 was amended a subsequent amendment to Article 31 was required. It was also noted by members that the proxy form did not allow for abstentions and this has also been included in the proposed amendment.

The Board proposed the following amendment:

31. A Full Individual Member shall be entitled to appoint another Full Individual Member as their proxy to speak and vote for them at a general meeting. The instrument of proxy shall be in the following form:

“I [name] the undersigned, of [address] hereby appoint the chair of the meeting or, failing them [name] of [address], to be my proxy to vote and speak for me at the (annual) general meeting of the Company to be held on [date] at [time] and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 for / against/abstain*

Resolution No. 2 for / against/abstain*

*Delete whichever is not desirable

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting

Signed this [day] day of [month] [year]”

The instrument appointing a proxy shall also be deemed to confer authority to vote on a show of hands and to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if they desire a person other than the chair of the meeting to be the proxy they may strike out the words "chair of the meeting, or failing them" and insert the proxy's name. The instrument of proxy must be lodged with the Secretary or as directed by the Board at least two clear days before the general meeting.

Votes for: 96

Votes against: 1

Abstentions: 0

This motion was proposed and seconded by the Board and was approved by the requisite 75% majority.

12. To consider the motion proposed by A. Gregory, T. Gregory and I. Lawler MBE.

Substantial progress has been made towards addressing many of the specific issues raised in our Welfare motion in 2017. The board and staff refer frequently to "culture change" and there is some evidence that it is beginning to take place. However, work remains to be done to increase transparency, not just inside

the Performance Department, but across British Canoeing, in order to secure the improvements and to extend them to all members. The Code for Sports Governance requires organisations in receipt of such large funding to be "transparent and accountable, engaging effectively with stakeholders and nurturing internal democracy." Last year, members voted to retain the right to elect their own President. This year, we vote to require the transparency we ought to have, now.

The President, Ivan Lawler spoke to the motion and explained that the motivation behind this motion was to follow up on the motion put to the 2017 AGM and extend the positive changes beyond the Performance department and into the organisation as a whole. The intention was to ensure the organisation is transparent, accountable, and engages effectively with its stakeholders and nurtures and protects internal democracy in accordance with the Code for Sports Governance and that hopefully the organisation would continue to effect the changes necessary to make it one of the leading governing bodies in the UK.

The Board had considered the motion and had prepared a written response which was circulated with the papers. The Board recognised that there was still much to do to improve communication and transparency within British Canoeing but believed that positive steps had been taken and some progress has been made. The Chief Executive outlined in his reply some of the aspects of engagement and transparency.

The Motion was proposed by Teresa Gregory and seconded by Ivan Lawler.

Votes for: 96

Votes against: 1

Abstentions: 0

The motion was approved.

The Chair thanked everyone for attending and for their engagement and continued work in support of British Canoeing. He confirmed that the draft minutes would be made available on the website, together with an amended copy of the revised Articles.

The Chair expressed deep gratitude to the Vice Chair David Belbin who would be stepping down now that the AGM had come to an end. He stated that David Belbin had been a long serving and invaluable Board member. Outside the Boardroom he was a dedicated volunteer who had invested a huge amount of his time and energy in service to British Canoeing.

Roger Fox made an observation that whilst the provision of information and transparency was an admirable aim, there were a large amount of papers for the AGM and sometimes too many words can be off putting for some members.

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