

BRITISH CANOEING
EXTRAORDINARY GENERAL MEETING MINUTES
Company number - 1525484
Held at Macdonald Manchester Hotel, London Road, Manchester, M1 2PG
On Saturday 25th March 2017 at 2.30pm

In Attendance:

Voting Members:

Alan Laws; Andrew Jackson; Andy Maddock; Andy Maxted; Carl Von Berg; Helen Slater; Cathy Wynne; Chris Arrowsmith; Chris Hawkesworth; Christine Laws; Derek Playford; Colin Woodgate; Dave Spencer; Dr Tim Brabants; George Wynne; Graham Lyon; Greg Spencer; Howard Blackman; Ivan Lawler; Jane Gibson; Jacqui Best, Jim Rossiter; Jenny Spencer; Joe Parkin; John Anderson; Kevin Dennis; Lee Pooley; Linda Pooley; Mary Smith; Mike Chandler; Paul Carroll; Paul Ratcliffe; Peter Schofield; Peter Thorn; Richard Bowyer; Sam Rankin; Stan Missen; Sue Hornby; Teresa Gregory Terry Best; Stuart Smith SCA; Brian Chapman SCA, Ashley Hunter CANI; Liz McCreery CANI; Mo Moule; Peter Moule; David Walton; Andy Train; John Chamberlin; Dave Rossetter SCA; Mark Butland; David Wakeling Canoe Wales, Victor Buckley, John Griffiths

British Canoeing Board Members:

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

Other Staff Members in Attendance:

Urvasi Naidoo, Mandy Delaney, Susan Hicks, Lisa Bryant, Rob Knott, Ruth Norfolk, Laura Peberday, Rebecca Lovatt, Heather Williams, Gemma Wiggs.

Apologies:

Albert Woods OBE, Greg Smale, Paul Manders, Roger Fox, Colin Broadway, Tim Scott, Alan Williams, Duncan Winning, David Green, Adam-Peter Gair, Mike Sunderland.

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

The Chairman explained that the Board of British Canoeing was recommending a number of changes to the Articles of the Company, for approval at this EGM. This would be the only item for this meeting.

2. Appointment of Tellers

Jenny Spencer, David Wakeling and Derek Playford were proposed by Chris Arrowsmith and seconded by Carl Von Berg.

The Tellers were appointed by consensus.

3. The Withdrawal of Some Proposals

The Chairman confirmed that the Board had withdrawn its proposals to make changes to the way the President be appointed and proposals to introduce a position of President Elect – i.e.

that proposals 12 and 13 to make changes to Articles 56 and 57 respectively were withdrawn, and that the provision within the current Articles in relation to the appointment of the President would apply.

The Chairman confirmed that the Board was also withdrawing its proposal to create a new post of Life President – proposal 15.

The Chairman confirmed that the meeting would proceed to consider the other changes to the Articles which were predominantly ‘tidying up’ matters or changes necessary to ensure British Canoeing move appropriately towards governance compliance targets set by Sport England and UK Sport.

The Chairman outlined that these proposals were not to be presented in the numerical order in which they appeared in the Articles. They were considered under the following headings, so that proposals which were linked could be considered logically together.

1. Definition of Independent Director (Number 1 on Proxy Form)
2. Proposals to clarify appointment and terms of Directors (Number 9 on Proxy Form)
3. Proposal to bring clarity to the appointment process for the Chair (Proposal 10 on Proxy Form)
4. Proposal for Chair to act as Chair at the AGM (Number 8 on Proxy Form)
5. Proposal to create the role of Vice Chair and Senior Independent Director (Number 6 on Proxy Form)
6. Proposal name change to Honorary President. – Other proposals withdrawn. (Proposal 4 on Proxy Form)
7. Proposal to amend Quorum for Board (Proposal 16 on Proxy Form)
8. Proposal to remove Article 76 (Proposal 17 on Proxy Form)

It was confirmed that Proposals 2, 5, 12, 13 and 15 on Proxy Form had been withdrawn. As these were withdrawn the Miscellaneous Proposals 3, 7, 11 and 14 on Proxy Form were no longer necessary and were also withdrawn.

4. The Voting Process

It was noted that proposals under each heading would be presented, each of the proposals and resolutions would be discussed and considered and then voted upon individually.

There were 58 votes in the room. 575 Proxy votes had been received. Some of the proxy votes has already been cast for or against a motion, whilst other proxy votes were being held in the room. Votes in the room, proxy votes cast and proxy votes held in the room would all be taken separately and then added up for each motion.

The Chairman confirmed that all of the proposals were Special Resolutions and required a 75% majority to be approved.

1. DEFINITION OF INDEPENDENT DIRECTOR

Under para 1b on page 11 of the Articles (Number 1 on Proxy Form)

That the Definition of “Independent Director” be amended to:

- “Independent Director”
- a Director of the Company, appointed by the Board, who is not:
- a) a member of any committee within British Canoeing, other than a committee of the Board, established by the Board;
 - b) a director of, or a member of any committee established by, any National Association;
 - c) a chairman or secretary or treasurer of any Member club; or
 - d) an individual whose primary employment or source of income is a canoeing trading activity;

The Chief Executive presented the rationale for the Proposal:

The wording was simply an addition for clarification. The Committees of the Board included the Audit and Finance Committee, the Governance and Risk Committee and the HR, Remunerations and Nominations Committee. These three committees of the Board were made up of Board Members and had delegated powers to carry out Board business. Independent Directors were of course eligible to sit on these committees, but must not have any political or commercial interest in the sport and so must not sit on any other committees within British Canoeing.

Votes for: 550

Votes against: 39

Absentions: 5

This motion was approved by a majority greater than the required 75%.

2. PROPOSALS TO CLARIFY APPOINTMENT AND TERMS OF DIRECTORS

Article 49 on page 22 of the Articles – (Number 9 on Proxy Form)

That Article 49 be amended as follows:

49. Subject to Article 52 a Director so appointed shall serve for an initial ~~four year~~ term of up to four years from the date of the annual general meeting at which his appointment was ratified pursuant to Article 16c. Upon the expiry of this initial term the relevant Director will be eligible for re-appointment for a further term of four years but after completing the maximum of two consecutive terms a director shall not be eligible for re-appointment for the next four years. This Article shall not apply to the Chief Executive of the Company (from time to time) whose term of office shall run concurrently with his term as Chief Executive of the Company. ~~Having regard to the constitution of the Board at the date of the adoption of these Articles (the Adoption Date) the Board shall nominate 3 Directors whose first term of office shall be deemed to have commenced two years prior to the Adoption Date and will accordingly, be eligible to serve a second four year term upon re-appointment on the second anniversary of the Adoption Date. In the event that the Board is unable to resolve the~~

~~identity of all of such 3 Directors, those Directors having held office for the longest period of time shall fill any vacancy. All other Directors shall be deemed to have commenced their first term in office on the Adoption Date.~~

The Chief Executive presented the rationale for the Proposal:

The change proposed simplified the Article by removing the dates. It retained compliance with the UK Code of Sports Governance with a maximum of 2 terms of 4 years and a break of 4 years before a reappointment would be possible. It clarified when Term of Office Commences for each Director. It allowed for Directors to be appointed for up to 4 years from AGM ratification in the first term. The Board was working on bringing clarity and transparency to the term of appointment for each Director and was to consider this at its next meeting on 26th March 2017. Once this had been approved, this information would be included within the Governance Policy of the Board and be made publicly available on the web sites. This would state clearly the term of appointment for each Director.

Votes for: 551

Votes against: 34

Abstentions: 4

This motion was approved by a majority greater than the required 75%.

3. PROPOSAL TO BRING CLARITY TO THE APPOINTMENT PROCESS FOR THE CHAIR

Article 50 on page 22 (Number 10 on Proxy Form)

Chairman

50. The Board shall appoint ~~from their number~~ a Chairman following an open, publicly advertised recruitment process. The Chairman shall ~~to~~ serve for an initial four year term, (subject to Articles 49 and 52) from up to the annual general meeting ~~in the calendar year that follows the Summer Olympic Games~~ following his appointment (pursuant to Article 16c). Upon expiry of this term the Chairman will, subject to Articles 49 and 52, be eligible for re appointment for one further four year term ~~to the annual general meeting that first occurs following the next Summer Olympic Games.~~. For the avoidance of doubt, the position of the Chairman shall be vacated upon any holder of that office ceasing to be a Director of the Company. After completing the maximum of two consecutive terms a Chairman shall not be eligible for re-appointment as a Director for the next four years.

The Chief Executive presented the rationale for the Proposal:

This reflected the practice for the appointment of the Chair on the last two occasions. The Board was clear that it was desirable to clarify the term of office. It was a requirement of the Sports Governance Code (Article 2.6) that the Chair be recruited through a transparent advertised process.

Votes for: 552

Votes against: 30

Abstentions: 6

This motion was approved by a majority greater than the required 75%.

4. PROPOSAL FOR CHAIR TO ACT AS CHAIR AT THE AGM

Article 24 on page 16 (Number 8 on Proxy Form)

That Article 24 be amended as follows:

24. The Chairman ~~President~~ or, in his absence, the Vice-Chairman shall preside as chairman at every general meeting, but if there be no such person present within 15 minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Full Individual Members present shall choose some Director to preside, or if no such Director be present, or if all the Directors present decline to take the chair, the Full Individual Members present shall choose some Full Individual Member who shall be present to preside.

The Chief Executive presented the rationale for the Proposal:

This was proposed as part of the measures to bring clarity and separation between the roles of the Chair and the President. The Articles were clear that the Board had the powers to run the Company on behalf of the members and the Chair of the Board carried the lead responsibility for this. The AGM and any General Meetings were an important part of the Governance process, for which the Board was responsible. It was appropriate therefore that the Chair, as a Director of the Company, should chair such proceedings.

Brian Chapman stated that whilst he supported this proposal, that it would be good practice to include in future AGM agendas, an opportunity for the President to report back to the membership on an annual basis.

Votes for: 172

Votes against: 34

Abstentions: 392

This motion was approved by a majority greater than the required 75%.

5. PROPOSAL TO CREATE THE ROLE OF VICE CHAIR AND SENIOR INDEPENDENT DIRECTOR

Definitions on Page 12 (Number 6 on Proxy Form)

That a new definition of "Vice Chairman" be included.

"Vice-Chairman" the person appointed by the Board, from time to time, as Vice-Chairman of the Board.

The Chief Executive presented the rationale for the Proposal:

New post created to operate as the Senior Independent Director as per the mandatory requirements of Sports Governance Code. (Article 1.20)

Votes for: 536

Votes against: 39

Abstentions: 13

This motion was approved by a majority greater than the required 75%.

6. PROPOSED NAME CHANGE TO OFFICE OF THE PRESIDENT (Number 4 on Proxy Form)

That the definition of "President" is amended:

"Honorary President" the person appointed from time to time to be Honorary President of the Company in accordance with Article 56,

With subsequent name change throughout the Articles.

All other Board proposals in relation to Article 56 had been withdrawn.

The Chief Executive presented the rationale for the Proposal:

It was proposed that the title of the President be amended to indicate that the post was not an Executive one. The post was a Non Executive, non-voting Board Member post which was essentially ceremonial.

Andy Train then stated that he did not agree with the general conduct of the EGM proceedings, and felt that the Board were being underhand by proposing that the President's title was changed. The CEO responded that it was a simple proposal, and if rejected, the title would revert back to 'President.'

Votes for: 83

Votes against: 503

Abstentions: 4

This motion did not achieve the required 75% majority and was therefore not passed.

7. PROPOSAL THAT THE QUORUM OF THE BOARD BE CHANGED

Page 26 That Article 64 (previously Article 63) be amended as follows: (Number 16 on Proxy Form)

~~643~~ The quorum at board meetings shall be 50% of Directors entitled to vote at the Board meeting. ~~A majority of the number of Directors who are appointed to the Board.~~

The Chief Executive presented the rationale for the Proposal:

It was for clarification purposes as the previous reference to appointed Directors was confusing.

A question was raised on whether this was a majority or not and it was suggested that the proposed amended wording was also ambiguous. Greg Spencer suggested that this should be brought to the next AGM with clearer wording.

Votes for: 93

Votes against: 92

Abstentions: 398

This motion did not achieve the required 75% majority and was therefore not passed.

8. PROPOSAL THAT ARTICLE 76 BE DELETED (Number 17 on Proxy Form)

~~76. The Company may be ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.~~

The Chief Executive presented the rationale for the Proposal:

It was not considered good governance to suspend or relax regulations relating to voting on a conflict.

Votes for: 534

Votes against: 56

Abstentions: 5

This motion was approved by a majority greater than the required 75%.

Chris Hawkesworth raised a question regarding whether the votes to abstain were taken as against. The Chairman took a short break to take advice on this question.

The meeting reconvened and the Chairman confirmed that as the British Canoeing Articles were silent, then Company Law would prevail and Company Law provides that a vote to abstain is not counted as for or against.

The Chairman then asked Susan Hicks, British Canoeing Finance Manager, to confirm the voting for each of the motions. It was confirmed that motions 1, 9, 10, 8, 6 and 17 on the proxy form had been passed by the required 75% majority and that motions 4 and 16 on the proxy form had not been passed.

The Chairman brought the EGM to a conclusion and invited the attendees to take a short break and then reconvene for the AGM.