

## **DRAFT MINUTES**

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### **In Attendance:**

#### **Voting Members:**

Professor John Coyne CBE                      Chair of British Canoeing

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

Jon Long (JL)	Chair & Independent Director
Vivien Blacker (VB)	Independent Director
Phelan Hill MBE (PH)	Independent Director
Rosie Williams (RW)	Senior Independent Director
Mark Bache (MB)	Director nominated by British Canoeing
Susan Hicks (SH)	Director nominated by British Canoeing
David Joy (DJ)	Director nominated by British Canoeing

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

Gemma Wiggs (GW)	Head of Events & International Affairs
Charmaine Gawler (CG)	Executive Assistant to the CEO

#### **Others in Attendance:**

Keir Worth (KW)                      Incoming Director of Paddlesport, British Canoeing

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### **1. Welcome by Jon Long, Chair, British Canoeing Events**

The Chair welcomed all attendees to the meeting on the Zoom platform. He particularly welcomed Professor John Coyne, Chair of British Canoeing as the single shareholder and representative of British Canoeing and Keir Worth, the incoming Director of Paddlesport to the meeting.

JL noted that BCE would be reflecting on a very different year in 2020, but that there had still been significant work delivered across the year.

There were no apologies noted.

### **2. To adopt the minutes of the 1<sup>st</sup> Annual General Meeting held on 13<sup>th</sup> March 2020**

JC as the sole shareholder of BCE Ltd, voted to approve the minutes as a true and fair record of the meeting.

### **3. To consider matters arising from the minutes of the 1<sup>st</sup> Annual General Meeting**

There were no questions or matters arising.

### **4. To adopt the accounts for the Financial Year 1.11.19 to 31.10.20**

The Chair confirmed that the Financial Accounts had been circulated as a separate document within the AGM papers and invited SH to briefly present the accounts.

SH highlighted that the statutory accounts tabled were broadly in line with the draft accounts presented at the last Board meeting in November with one key difference - the surplus declared in the final set of accounts was slightly smaller due to the release of a £813 cost associated with a visit to the Freestyle World Championships in Sort in 2018. The final surplus was therefore just under £17k. It had been agreed by the Finance & Audit Committee and British Canoeing Board to leave the surplus in the BCE accounts and not refund it to British Canoeing. This had since been moved into BCE Reserves now totaling just short of £22k.

SH reported that the Finance and Audit Committee are currently working on a reserves policy, the first draft of which identified that the appropriate level of reserves for BCE Ltd is £20k. Achieving this level in the second year of trading had been very positive. The Reserves Policy would be reviewed again in June 2021 and formally adopted at the next BCE Board meeting. The cash balance included some deferred income and ended the year at £42k.

There were no questions or further discussions on the accounts.

JC as the sole shareholder of BCE Ltd, voted to approve the accounts.

### **5. To appoint 'Haysmacintyre' as the Auditors for the financial year 1.11.19 to 31.10.20**

The Chair advised that the Board proposed to re-appoint Haysmacintyre as the Auditors for British Canoeing Events Ltd. The Chair endorsed this motion and invited comments. No further comments were received.

JC, as the sole shareholder of BCE Ltd, voted to approve the motion to appoint the auditors.

### **6. To adopt the 2<sup>nd</sup> Annual Report of British Canoeing Events for 2019/2020**

The Chair thanked executive colleagues for producing the Annual Report that was circulated with the AGM papers. JC remarked that although the Annual Report illustrated what a different year it had been for BCE, there had still been a number of headline achievements from the past year;

- Although no events had been staged in 2020, BCE Ltd had shown robust and coordinated decision making in relation to cancellation and postponement of events
- BCE ended the year in a good financial and strategic position
- Lots of work had been delivered in planning for international events beyond 2023 and what role BCE will play in domestic events to help the wider British Canoeing

community

- Partner relationships remained in a strong place despite the cancellation of events in 2020
- Rescheduling the Freestyle World Championships to 2022 provides a real opportunity to deliver the festival style event that we had originally envisaged.

The Annual Report had been proposed by the Board and JC, as the sole shareholder of BCE Ltd, voted to approve the Report.

The Chair invited JC to say a few words to formally reflect on the past year on behalf of British Canoeing. JC remarked that there had been a whole series of challenges faced in 2020 including event postponements, cancellations and rescheduling. JC thanked the BCE Board for the work involved in guiding good decision making in these areas, resulting in the company declaring a surplus at the end of the year. JC looked forward to British Canoeing staging events again and expressed confidence that BCE would be better and stronger as a result of the challenges encountered.

The Chair thanked JC for the positive comments on behalf of the BCE Board.

## **7. To adopt the revised Memorandum and Articles of Association of British Canoeing Events Ltd**

The Chair introduced this item reminding members that the Articles had been shared in advance and the proposed changes reviewed by the Governance & Risk Committee.

DJ explained that the Articles had been redrafted for minor alterations as detailed below;

- The changes proposed at Article 6.2 provide flexibility in the appointment of ex officio directors
- Changes to Articles 12, 18, 19, and 22 expressly provide for Board and General meetings to be held via an electronic communications platform.

The Chair invited comments from the Board.

The new Memorandum and Articles of Association had been proposed by the Board and JC, as the sole shareholder of BCE Ltd, voted to approve the changes to the Articles.

## **8. Final remarks**

The Chair in closing the meeting, thanked everyone for their attendance and contribution and for their continued work as part of British Canoeing Events Ltd. He also recognised the work of the British Canoeing Board, staff and volunteers during the past 12 months.