

ANNUAL GENERAL MEETING MINUTES

DATE	Saturday 30 September 2017 – 6:30-7:30pm
VENUE	National White Water Centre, Canolfan Tryweryn, Frongoch, Bala, Gwynedd, LL23 7NU

NO.	ITEM
1	<p>Chairperson’s welcome</p> <p>The meeting was chaired by David Wakeling, interim chairperson, who welcomed the 36 members present at the meeting.</p>
2	<p>Apologies</p> <p>Apologies were received from Paul Robertson, Sonja Jones, Sarah Williams and Lowri Davies.</p>
3	<p>Election of Directors and Election of Tellers</p> <p>There was one nomination (Lowri Davies) for the open seat on the Canoe Wales Board of Directors received prior to the meeting. As there was only one nomination, it was agreed that the vote should be held by a show of hands, using the voting forms that all voting members had been issued as a voting card.</p> <p>David Wakeling proposed that Val Ephraim be elected teller – this was approved by the members in attendance.</p> <p>Lowri Davies was subsequently elected to the Canoe Wales Board of Directors.</p>
4	<p>Minutes of Previous AGM</p> <p>The minutes of the 2016 Annual General Meeting were approved as a true and accurate record of the meeting.</p>
5	<p>Matters Arising</p> <p>There were no matters arising from the previous AGM.</p>
6	<p>Chairperson’s report</p> <p>David paid tribute to Alan Baker, our former chairperson, who passed away in March. He also recognised Richard Lee, our Performance Manager, who will be leaving Canoe Wales at the end of 2017. He thanked the rest of the CW team as</p>

	<p>well for their contribution to the organisation and introduced the staff members in attendance at the meeting.</p> <p>He then shared the recent progress on the Canoe Wales response to the Welsh Government Consultation on access to waterways and thanked Steve Rayner for the work he had done to prepare our response and coordinate over 900 direct responses from members of the paddlesport community. He also thanked Waters of Wales for their work to advocate for changes to legislation which helped to make this issue a priority for the Welsh Government.</p> <p>Questions/Comments from the membership:</p> <p>One member raised concerns on behalf of Waters of Wales about the facility fee charged at Canolfan Tryweryn. David thanked her for her comments and suggested that he would be happy to discuss her concerns with her outside of the meeting.</p> <p>Another member asked for more information about CW's future plans in relation to access to waterways. David explained that these plans are still being discussed and will depend on the outcome of the consultation with Welsh Government. As there was limited time in the meeting for a full discussion about future strategy, David proposed that any further discussion should take place after the rest of the AGM business on the agenda, but thanked the members for their comments and encouraged them to share their thoughts with him and the rest of the board after the meeting.</p>
<p>7</p>	<p>Treasurer's report</p> <p>Andy Booth presented a full report on Canoe Wales' financial performance in the 2016-2017 financial year – his report is attached as an appendix to these minutes.</p>
<p>8</p>	<p>Questions from the members present</p> <p>There was some discussion about the future direction of the organisation and how to ensure that the improvement in the financial situation over the past few years is sustained. Andy explained that the accounts should be viewed in light of the challenges the organisation has faced in recent years – and that although the finances are now stable, there is still a need to be conservative given that Canoe Wales is reliant on income from the profits of the National White Water Centre, which can fluctuate from year to year depending on weather and water releases.</p> <p>Colin Eades congratulated the board for holding the AGM at the National White Water Centre, a great paddling venue, and having the meeting 'after dark'. He recommended that this format should be repeated in future years as it seems to increase numbers attending.</p> <p>He asked if, given that the financial problems at NWWC had now being resolved, whether a full independent review and report had been carried out for the board in order that lessons can be learnt for the future. Andy responded that a review had</p>

	<p>taken place at the time of the financial issues and that there are now annual reviews as part of the independent audit of the accounts.</p> <p>Colin further enquired that from the financial report it was obvious that the financial troubles were over (£60k surplus from CWSS now being transferred to CW) and that now it must be time to move on from the interim emergency management and put in place directors who can further develop the centre. Andy responded that although we are now making a profit the situation is still fragile – with large fluctuations in income from year to year depending on water releases - and that he did not foresee a situation where CWSS can afford a paid centre manager and remain profitable in the immediate future while also meeting its reserves targets.</p> <p>There were further questions raised about the reserves policy, how the finances of CWSS and CW are related, and how the income from the National White Water Centre was used to support Canoe Wales activity.</p> <p>There was also a question about the specific amount that Canoe Wales had spent on a safeguarding and child protection consultant. Andy explained that he was concerned that it was not appropriate for him to share confidential financial information. He encouraged the member to put their request in writing and advised that he would respond after he had received professional advice.</p>
<p>9</p>	<p>Approval of Annual Accounts</p> <p>The annual accounts were approved unanimously.</p>
<p>10</p>	<p>Election of Auditors</p> <p>The members agreed to appoint Broomfield Alexander (6 Agincourt Street, Monmouth, NP25 3DZ) as auditors.</p>
<p>11</p>	<p>Motions from the Board and Motions from Members</p> <p>The Canoe Wales Board of Directors proposed that the Canoe Wales Articles of Association were amended as follows:</p> <p>Motion 1 That section 20.5 is replaced with the following text:</p> <p>20.5 All Directors (elected and appointed) shall hold office for four years, retiring at the AGM held in their fourth year.</p> <p>That section 20.6 is replaced with the following text:</p> <p>20.6 No Director shall serve for more than eight years.</p> <p>That section 13.4 is revised as follows:</p>

	<p>Subject to 13.2 above, 20.5 and 20.6, the appointed chair shall hold office for four years.</p> <p>In favour – 24 Against – 2 The motion passed.</p> <p>Motion 2</p> <p>That sections 20.2.1 and 20.2.2, which specify the total number of Directors, is revised as follows:</p> <p>20.2.1 Up to seven (7) Directors elected by the Members; and 20.2.2 Up to five (5) Directors appointed by the Directors.</p> <p>In favour – 20 Against – 2 The motion passed.</p>
<p>12</p>	<p>Date and venue of next meeting</p> <p>David shared that the Board was considering holding the next AGM in mid-Wales in September, but that the exact location and date would be confirmed later in the year.</p>