

To: Company members

CC: CEO, Rowing Ireland and Club development officer

From: Rowing Ireland Board

Date: 10<sup>th</sup> September 2021

Board Sponsor: Martin Hogan Connacht VP and Chair of Governance Sub Committee

**Background:**

The Board has adopted the following proposals for the AGM and refers to supporting information provided to clubs in briefing sessions and in the packs distributed prior to the AGM.

It is intended to vote on each proposal separately at the AGM.

**Board Proposal 1.** To make administrative amendments to the Memorandum of Association in Sections 1, 3 (h), 3 (j), 3 (k), 3(l), 3 (r), 3(s), 3 (t) and throughout sections 1-7 for completeness so as to align it with best practice and correct previous typographical errors and incorrect usage of defined terms. (reference in pack as *Memo Review 1*)

**NB:** Passing this change allows the Board to revise the entire Memorandum in line with any of all proposals adopted by the AGM

**Board Proposal 2.** To make administrative amendments to the Articles of Association in its interpretation and throughout sections 1-7 for completeness so as to align it with best practice and correct previous errors, improve language and amend incorrect usage of defined terms. Also to make transparent (i) the difference between operational and strategic sub-committees and (ii) the requirement to allow Company implement findings from audits and best practice e.g. financial, process, legal, safeguarding, safety etc. (reference in pack as *Articles Review 1*)

**NB:** Passing this change allows the Board to revise all of the Articles in line with any of all proposals adopted by the AGM.

**Board Proposal 3.** To remove the regional representatives role, update the VP roles and increase the number of Vice Presidents allowing one nominated by Coastal & Offshore and the other by registered athletes. To align the branches for administration and funding : Connacht to Connacht/Ulster and the six counties to Northern Ireland. (reference in pack as *Articles Review 2*)

**Board Proposal 4.** To increase the allowed Members of the Company from 200 to unlimited (reference in pack as *Articles Review 3*)

**Board Proposal 5.** To implement a gender balance quota of 40% of either gender at Board level (reference in pack as *Articles Review 4*)

**Board Proposal 6.** To appoint a Chairperson from the Board based on experience thereby separating that traditional duty from the President and allowing rotation as required (reference in pack *Articles Review 5*)

**Board Proposal 7.** To allow a Treasurer to be elected from of the Board based on experience and competency thereby eliminating the need for an elected Treasurer (reference in pack *Articles Review 6*)

**Board Proposal 8.** To require the President to serve a reduced term (previously 2 years now just one) post-Presidency (reference in pack *Articles Review 7*)

**Board Proposal 9.** To increase the number of Independent directors to three from two (reference in pack *Articles Review 8*)

**Board Proposal 10.** To improve the administrative provisions for removal of Directors in line with Company law (An administrative tidy - reference in pack *Articles Review 9*)

**Board Proposal 11.** To revise the Company notice periods and provisions in line with Company law (Another administrative tidy - reference in pack *Articles Review 9*)

The Board was asked to prepare some FAQs based on conversations with Working Group Members and Rowing Ireland Staff. These may be added to depending on questions raised at the proposed information sessions with Clubs.

**FAQs:**

**1.** Why are we reviewing the Constitution?

*The Constitution involves a memorandum which sets up what the Company is for (rowing in all forms) and the Articles describe how it should be run (governance structure). The revisions are to comply with best practice following recent audits by BDO, Sport Ireland and SIA Partners and the boards review of best practice which also takes in legal advice.*

**2.** Why revise the branch structure?

*We believe rowing should be more inclusive and aligned with funding and regulatory authorities. The proposed branches give us that best split bringing in Coastal and Offshore and revising 2 of the provinces slightly so that we remain true to the all island approach.*

**3.** How will the athlete VP be nominated and elected?

*The proposal allows 2 years to figure that out but many professional membership organisations already use online systems to track votes for elections. The proposal is that registered athletes who competed the year before would be entitled to nominate or vote and it is envisaged that the rowing membership system would be linked to allow this. It is hoped that athletes will nominate someone who can bring a different perspective and diverse experience to the Board*

**4.** Will increasing the number of Independent directors reduce the ability of the Board to understand club rowing or sporting issues?

*No, in fact, the opposite should happen. The Board can deliberately target experts for support with strategic issues. Normally, those who volunteer to Board level have a fair degree of experience in the Sport. Sport Ireland have also offered assistance with this recruitment to help professionalise all NGBs.*

5. Will splitting the President's role into Chairperson and President work?  
*This was a specific recommendation for consideration which came from an external review. On balance, both the Chairperson's role and President's role require huge effort on top of normal Director roles. The split allows for better distribution and higher performance in both. The Board collectively feels that the minimum standard at Board level is excellence and we feel this gives the best chance of success for the organisation.*
  
6. Why not elect a Treasurer as normal?  
*Many of the Clubs we consulted have indicated that the level of effort in running a Club has increased and particularly those who have moved to a CLG structure. They now believe it is more important to get a professional to do the work required wrt accounts. RI has a person employed to carry out this role and must recruit auditors. The intention is to specifically nominate a person of sufficient experience to provide oversight to the finance role going forward. The old Hon. Treasurer role is unfortunately long since gone.*
  
7. What are the other administrative amendments about?  
*After a legal review of the Constitution, it was found that the whole document could do with a tidy up, numbering definitions, notice periods and some unnecessary repetition reduced. Proxies etc introduced for good order. One simple item was changing FISA to World Rowing.*
  
8. What happens the old provincial rep structure?  
*Effectively those positions are replaced by independent directors and athletes representative. There are still mechanisms to recommend suitable candidates to the Board, the intention is to align the nominations with skills shortage at Board level and based on regular reviews of Board performance. RI Staff will take over the roles of Club development and Event coordination to reduce those previous demands and better facilitate branch conversations and initiatives.*

We will be happy to answer any further questions at the club information sessions or the AGM. In order to save time and have response ready, please send questions in advance to Pat Kiely [clubsupport@rowingireland.ie](mailto:clubsupport@rowingireland.ie) or Martin Hogan [wmmhogan@gmail.com](mailto:wmmhogan@gmail.com)