

To: Company members

CC: CEO, Rowing Ireland and Club development officer

From: Rowing Ireland Board

Date: 10th September 2021

Note: FAQs section updated after RI Seminar on 16th Sep. 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*)

These FAQs are based on concerns from interested parties across the rowing community and particularly respond to questions raised at club information sessions. Please continue to pose your questions and we will answer them directly and update this information leaflet as new questions arise.

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 board's 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. To be clear the Ulster branch was previously constituted as an NI branch and there is no material change to this in the proposal. However extending Connacht allows for new rowing clubs in Donegal to be served better by the revised branch. The revised branch structure is better aligned for jurisdictional issues wrt safeguarding law and funding in particular.

3. Why are we proposing a change from four branches to five branches?

Currently, Coastal and Offshore have no right to nominate a Board member. The growth in this area requires inclusion of that constituency. The Board has previously used the Independent Director option to bring David Hussey in as a board member with expertise and knowledge in Coastal and Offshore rowing. Adding a fifth Coastal/Offshore branch allows members from this code to nominate a Vice-president from the annual delegate meetings. The Vice President (Directors) of the company would therefore come from:

- *Munster Branch;*
- *Leinster Branch;*
- *Northern Ireland Branch;*
- *Connacht/Ulster Branch; and,*
- *Coastal/Offshore Branch;*

being one nominated VP from each branch. When nominating people to the board of rowing Ireland, branches are advised to nominate people with suitable expertise and experience.

4. How would the sixth VP (Registered 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 and this position is similar to other countries approaches. The position is endorsed by John Treacy and Sport Ireland. It is hoped that this constituency will relay challenges and perspectives from the different athletic cohorts in rowing e.g. para, HP, indoor, non-disabled and Master's rowing. The actual mechanism would be described within the rules and would set certain deadlines for nominations and voting to be agreed.

5. 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 or a strong connection in the Sport. Sport Ireland have also offered assistance with this recruitment to help professionalise all NGBs. It has been widely discussed how a highly educated rowing community could lobby its members and their peers to support the sport by nominating volunteers to meet the skills required at Board level. This could also be a way of targeting club ex-members to come back to the sport as a volunteer. The Board has proposed the establishment of a nominations sub-committee in 2022 to identify talent connected to Clubs that can support the broader ambitions of Rowing Ireland to sit on committees.

6. Will splitting the President's role into Chairperson and President work?

This was a specific recommendation for consideration which came from an external review by SIA Partners and follows a model being rolled out in clubs and other codes across the country.

On balance, both the Chairperson's role and President's role require huge effort on top of normal Director roles and they are very different roles, with the president largely being a front of house ambassador for the sport.

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.

Sport Ireland and SIA partners has highlighted that this is a useful model for splitting the traditional role with the company Chair role and may even serve to improve volunteerism at board level.

7. 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 for those who have moved to a CLG structure.

They now believe it is more important to get a professional to do the work required for management of accounts.

Sport Ireland currently funds the appointment of a full time Finance Officer for National Governing Bodies of sport. The Rowing Ireland Finance Officer carries out many of the functions of the previously elected Treasurer. The day to day business of collecting monies, paying and issuing invoices, payroll duties etc., are all now undertaken by the finance officer. With a large increase in the funding provided to Rowing Ireland comes a large increase in the audits carried out on behalf of sport Ireland into the financial activities of our organisation.

Allowing the board members to elect the treasure ensures that the person with the required competencies and experience can be appointed to oversee and monitor the financial processes and checks on spending of Rowing Ireland.

8. 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.
9. What happens the old provincial rep structure?
Effectively those positions are replaced by independent directors and an athletes representative. There are still mechanisms to recommend suitable candidates to the Board, by anyone in the sport. The intention is to align the nominations with skills shortage at Board level and based on regular reviews of Board performance.
10. You talked about funding at the seminar from the Irish Government being at risk if governance audits are unsuccessful; how much funding was granted to rowing in 2021 ?
It is clear from the information provided that non-compliant NGBs and Clubs will suffer in some way when assessed for funding. We want to ensure that rowing clubs maximise the opportunity to gain capital and equipment funding and do not want to jeopardise that. We also want to ensure that as much Core funding and HP funding is maintained. In 2021, RI got funding of €320k for Core NGB activities and HP got €620k due to the size of the Olympic team. This places us in the Top 10 NGBs. However, as a result of recent performance rowing clubs are faring better than others particularly when you see the level of funding per participant -Clubs actually got the bulk of the government money with over €1.4M in funding - see below for a table from a recent study by [2 into 3](#) of capital and equipment funding.

2021	Allocation	2018	Allocation
Rowing	€1,434,415	Golf	€2,116,648
Multi-sport	€1,361,067	Multi-sport	€1,029,005
Soccer	€1,200,752	Rowing	€923,768
Gaelic Games	€1,161,936	Canoeing / Kayaking	€438,565
Sailing	€ 732,260	Sailing	€435,075
Hockey	€ 672,626	Diving / Snorkelling	€367,424
Golf	€ 668,108	Gymnastics	€353,358
Athletics	€ 579,777	Soccer	€346,589
Canoeing/Kayaking	€ 540,362	Boxing	€313,091
Diving/Snorkelling	€ 519,503	Swimming	€231,644
Grand Total	€ 8,870,806	Grand Total	€6,555,167

11. Where will the Coastal & Offshore VP be elected and will the current Independent Director from Coastal & offshore be replaced when this happens ?
The Coastal & Offshore will be elected from the Coastal & offshore ADMs which will effectively become a branch under the new constitution. It is not envisaged that the Board would appoint a specific Coastal & offshore nominee as an Independent Director unless such a person was recommended and could be seen to bring a particular skillset to the Board that might assist with strategic planning and oversight.

12. Why are the 4 original regional representatives being replaced by three independent directors?

There are currently 2 Independent Directors on the Board of Rowing Ireland.

The role of a director among other duties, is to promote the success of the company for the benefits of all its members, and exercise independent judgement. Electing a “representative” contradicts this aim.

If the proposals are passed, two Director positions on the board will be taken by (i) the Coastal/Offshore VP, and, (ii) the registered athlete’s VP.

Three independent directors will be appointed by the Board. This has been identified as an essential part of good governance. Independent Directors are selected based on competencies and expertise they can bring to the board and they can be nominated by members of the rowing community. The Board will be establishing a nominations committee to manage interest and plan for succession in all non-elected roles at Board level.

13. Please remind me of the proposed make up of the new board?

The new Board, if all proposals pass, would have 12 members and at least 5 of each gender:

- *1 President (elected)*
- *6 Vice Presidents (nominated by 5 branches and athletes)*
- *1 Secretary (elected)*
- *1 Ex-President for one year (previously elected)*
- *3 Independent Directors (not elected)*

14. Why do we need to reduce the term for ex-president to one year?

The role of the President has proven to be a demanding and time-consuming position. The existing constitution allows the ex-president on the board for a further two years but none have pursued this on top of a 4 or 8 year term.

With the proposed make up of the new board it is felt that we could reduce the required commitment from the individual.

15. Who decides whether appointed Directors have the skillset?

Two proposals from SIA partners will assist this. The first is that a Nominations committee be established as described above. Secondly, board performance is a relatively new concept across NGBs where each Board reviews its performance and recommends improvements to its composition where deficiencies are identified. Independent reviews and audits of board performance are also anticipated from Sport Ireland/ Sport NI through the next Board cycles due to the large spends associated with rowing across the island.

We will be happy to answer any further questions and update this sheet ahead of the AGM.

Please send questions to Pat Kiely clubsupport@rowingireland.ie who will pass them to the Governance Chair.