



Dear Member,

We would like to sincerely thank all of our members who came to the recent series of Governance Roadshows. The level of engagement was superb, and it is fair to say we learnt a great deal not alone about your desire for good governance but equally about the many issues we face as a sport. We hope that you will continue this engagement at the AGM and beyond.

Our major take from the meetings was that Rowing Ireland needs to be more pro-active in engaging with you, our members. There are issues that need that engagement in order to be addressed and we are committed to doing just that.

Early in the New Year we will roll out a programme of workshops where we intend to engage on specific issues and develop plans together. We will send a separate communication outlining our current position with regard to some of this feedback.

For the present however, as we said at the roadshows we do need to concentrate on the business of the AGM and the real need to put governance structures in place for the future.

I would therefore like to begin by reminding you of what needs to be done and why. First a little context

- The National Sports Policy is doubling funding between 2018 and 2027 and linking such funding to compliance of the Sports Governance Code. Similar expectations exist in the NI Sports Policy despite a different funding model.
- The individual NGB for each sport is responsible for ensuring its clubs and members are compliant and we are endeavouring to do this in a collaborative manner to maximise funding to the Clubs.
- Rowing Ireland signed up to the Sports Governance Code in 2019 - one of the first to do so.
- Annual audits by Sport Ireland, highlighted potential improvements, especially in the area of governance, which we have developed with your input, and are now proposing at the AGM.
- We sought external governance and legal expertise, we considered their advice, we consulted with you the Membership and we are presenting the refined proposals with your input at the AGM.

The Board has also taken the generous feedback received and allowed it to inform work on the constitution in many ways. We will provide some examples

- While starting this journey we were proposing (as advised) a single yes/no vote on all constitutional matters. We have listened and now propose options specifically to do with
  - I. a general proposal to adopt the new proposed constitution notwithstanding resolutions that might be made at the AGM
  - II. separation of President/Chair roles
  - III. the proposed new Directorships for the Board

IV. the removal of the Treasurer role

- Based on your feedback there is no proposal to change from one Club one vote system at this time.
- We have included your recommendation in the constitution that a casting vote would always be cast in the negative.
- We have, taken on your suggestion and included a role of Senior Independent Director (as one of the Independent Directors) to play a part in assessing Chair and Board performance.
- We listened to concerns regarding Board composition from any one Province and now propose that there be an aspiration to have a diverse and regionally representative Board.

### Strategy

This is a milestone moment in our governance journey which will continue beyond the AGM. We envisage greater consultation with the Members and anticipate even greater contribution and participation from our Members, not only in governance but also our Strategic Review, the use of our National Rowing Centre, Facilities in general and the Rowing Calendar to mention a few.

### The AGM

All matters including elections to be held as required in accordance with our existing constitution.

- Election to the vacant post of President until 2024.
- Election to the Secretary until 2024
- Election of Treasurer until 2023

In line with the rotation strategy enshrined in our existing constitution there are Provincial roles to be ratified based on proposals made by Branches

- Leinster VP
- Munster VP
- Ulster Rep
- Connacht Rep

Should the new Special Resolutions succeed the between 2022 AGM and the 2023 AGM plans need to be made to ensure our compliance with the proposed Board structure.

When the meeting considers the Special Resolutions proposed a clear path forward is needed. A 75% threshold is required for any special resolution to succeed.

- I. The Company resolves to update its constitution based on legal advice and expert recommendations to improve governance taking account of the outcomes of the special resolutions to be voted on below at this AGM.

For clarity:

- a. If successful, the new constitution will become active immediately with first new Director appointments at our 2023 AGM.

- b. Should this resolution fail then the Board commits to, within two months, produce a finished edition of our current constitution.
  - c. Should subsequent resolutions succeed then the Board commits to, within two months, to amend the appropriate constitution to reflect the decision of the Member Clubs.
  - d. Should a subsequent resolution fail then the Board commit to, within two months, amend the appropriate constitution to reflect the decision of the Member Clubs.
- II. The Company resolves to allow the Chair to be elected by the Board from all Directors and Independent Directors based on skills, availability, and experience.
- III. The Company resolves to revise its constituencies and Directorships to six individual categories to allow new nominations from (a) coastal & offshore member clubs and (b) the athlete cohort (from 2025).
- IV. The Company shall appoint a Treasurer from the elected Directors or Independent Directors based on skills and experience (from 2023 AGM).

#### In Conclusion

We look forward to seeing you at the AGM. We sincerely hope that you and your Club will engage in this important occasion. We want to continue to harness the energy from the recent Roadshows that exists in our wider community to help shape and influence our Sport for all involved, to ensure our sport is set fair for the future and for the generations to come.

Yours in Rowing

John McCarthy, Chair Governance SC

Martin Hogan, Interim Chair