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# Australian Canoeing Inc. 64<sup>th</sup> Annual General Meeting Minutes

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Held on 2<sup>nd</sup> November 2013 at the New South Wales Institute of Sport, Sydney Olympic Park NSW  
Attendees List (see attached)  
Meeting opened at 9:28 a.m.

1. Australian Canoeing (AC) Chair, Ms. Danielle Woodward, opened the meeting and welcomed all attendees. A special welcome was extended to our Life Members present, delegates and visitors to the meeting.
2. A roll call of voting delegates identified
  - John Borojevic (Canoe Tasmania);
  - Richard Lowther (Canoe Western Australia);
  - Jerry Dunn (Queensland Canoeing);
  - Connie Todaro (Canoe Victoria);
  - Noel Holmes (Canoe South Australia);
  - Tim Hookins (PaddleNSW).

The Chair gave an explanation of the voting procedures for the meeting. Apologies were received from Ms. Helen Brownlee (life member); Mr. Phil Coles (life member); Mr. Jim Murphy (life member); Mr. Ken Wallace (AC Athletes Commission - Chair); Mrs. Jacqui Lachmann (AC Athletes Commission - Vice-Chair); Mr. Jez Blanchard (Freestyle TC – Chair); Mr. Gary Flangan (Canoeing Victoria – President) and Ms. Su Sprott (Canoe Tasmania).

A minute silence took place in memory of all the Australian Canoeing member who have passed away the last twelve months, with a special mention of Mr. Arthur Howard (life member), Mr. Paul Beattie and Mr. Chris Jones.

3. The Chair was advised of corrections to the 63<sup>rd</sup> Annual General Meeting Minutes. Spelling error to the word Kington Report (pg 2) and Murray Stewart (pg2).

The Motion to approve the Minutes of the 63<sup>rd</sup> Annual General Meeting as a true record of the meeting was moved by Mr. Jerry Dunn (Queensland Canoeing), and seconded by Ms. Connie Todaro (Canoeing Victoria). The motion was carried unanimously.

4. The Chair gave her report to the meeting. Her report is included in the Annual Report. The main points were:

- The ICF loan has now been paid off...Well Done!
- The High Performance (HP) programme is now fully aligned to AC, one sport. Acknowledgement and thanks to Mr. Richard Fox (NPD), Mr. Greg Doyle (CEO) Mr. Richard Roach (Business Manager) and their staff for their work on the alignment.
- Largest percentage increase for the AIS Winning Edge programme out of all the sports, onwards and upwards to Rio. Thank you to Mr. Richard Fox for his stewardship and leadership. There will be a pathway flow onto all the disciplines of canoeing.
- Membership is changing and from the 2010 AC Annual Report “how we capture membership” is still an important statement with the leadership of the ASC in regards to the ASC Mandatory Governance Principles.
- A lot of sports are currently under review such as swimming and cycling. ASC has made the Mandatory Governance Principles compulsory for the top seven (7) sports. Though canoeing is not in the top seven (7), the AC Board are keen over the next twelve months to review AC’s governance in relation to the ASC Mandatory Governance Principles. There are 11 top items that will be looked at:
  1. Reviewing the Constitution;
  2. Achieving gender balance on the Board;
  3. Succession planning for the Board;
  4. A Board Charter;
  5. 360° review of the Board;
  6. Migrating to a company limited by guarantee;
  7. Building financial reserves and transparency;
  8. Setting up the Nominations Committee;
  9. Setting up the High Performance Committee;
  10. Setting up the Audit & Risk Committee; and
  11. Consider a women’s commission.

A lot of the above is achievable over the twelve months.

- Thank you to the State Member Associations delegates for their attendance and their support of AC.
- We are moving forward as one sport and there is a cultural shift with changes to governance and more transparency.

- Thank you to the Board - Martyn Clancy-Lowe, Andrea McQuitty, Robbie Stewart, Catherine Ordway, James Rennell and Ken Wallace for the direction and support you all provide myself in the position of Chair.
- I would like to acknowledge and thank Professor Keith Lyons for all his service and his thinking out of the box and challenging the way we do things. We all love you and miss you.

5. Mr. Greg Doyle then gave his CEO Report:

2012/2013 Milestones:

- Governance + Organisational Capability \* = SUCCESS  
\* (Financial Strength + Effective Business Strategy)
- Values & Culture - transparency, leadership, unity, inclusion. Culture is changing.
- Retiring of all outstanding loans, through the State Member Associations assistance this has been achieved.
- Stronger financial base through the accumulation of small surpluses.
- Anticipated turnover for 2014 being around \$5.5M.
- Alignment of AC HP to AC, has occurred and should for the benefit of the sport. This will allow a whole of sport approach.
- Additional office space provided by NSW Sport & Recreation at the Sydney Olympic Park corporate office to allow HP staff to come in and work comfortably.
- Australian National Preventative Health Agency (ANPHA) sponsorship expires on the 30<sup>th</sup> June 2014. This sponsorship has allowed AC to invest into the sport.
- Affiliation fees – ‘weighted matrix’ had 17 descriptors, which has come down to six (6) descriptors. Thank you to the State Member Associations for their assistance and support through this process.
- PaddlePals
- 2012 Strategic Forum  
Priority 1. - To establish a ‘Paddling Industry Group’  
Priority 2 - Have ‘Paddling’ as the umbrella brand  
Priority 3 - To establish a ‘Paddling / Paddle Sports Group / Alliance’

Priority 4 - To develop a national trial strategy & plan (participation and schools).

- Paddle Sports Alliance (PSA) - Deed of Commitment currently in place between AC, AOCRA & AusDBF. Current in negotiations with SUP's. The PSA partnerships are about paddle sports working together for critical mass to go to sponsors and obtain funding.
- MoU with Scouts Australia  
Scouts Australia train in excess of 15,000 people annually in outdoor activities including 5,000 in canoeing.
- The efforts of our paddlers provide inspiration to those who aspire to achieve on the international arena as well highlighting the strength of canoeing in Australia. This will be recognised tonight at the Annual Awards Dinner.
- The Australian Ocean Racing Team competed at the inaugural 2013 ICF Ocean Racing World Championships (Vila Do Conde, Portugal) this has been a significant achievement. Would like to Acknowledge the work Mr. Robbie Stewart (AC ORTC Chair) and Mr. Tim Hookins (team manager) contributed in making this happen.
- The year in review saw AC implemented a number of proactive governance decisions / actions:
  1. The Board resolved 'in principle' that AC migrates from its current 'Incorporated' status to a 'Company Limited by Guarantee' after completion of the AC HP alignment to AC.
  2. The Board agreed to continue its gender equity constitutional reform in consultation with State MA's in relation to the composition of the Board.
  3. The Board commenced the process of establishing a Nominations Committee to consider potential future Board members.
  4. With the adoption of the 2012 AGM Constitutional Notice of Motion, the Board now comprises a representative from the Athletes' Commission
  5. To re-invigorate the Athletes' Commission, the Board appointed athletes (as an interim measure) to the Commission.
  6. All Directors are required to complete a mandatory 'Declaration of Interest' schedule that identifies potential conflicts of interest.
  7. Integrity in sport considerations - all members of the Board, Technical Committees and staff are required to complete a Statutory Declaration, stipulating that they have not at any time breached an 'applicable Anti-Doping Rule or Policy'.

- In respect to national education and safety matters, the Education & Safety Committee (E&SC) continued to be proactive whilst AC employed a Project's Officer whose primary focus were ACAS matters.
- AC has commenced discussions with the ASC as to accessing potential future participation funding including research considerations to assist in developing the new Strategic Plan.
- AC continued to develop the 'Paddling Australia – Events' initiative which is a national framework developed by AC to bring paddling events (recreational / mass participation) under a collaborative structure. Endeavour to establish a 2014 Australian Ultra-Marathon Series
- 'Beyond 2020 Vision', NSO Forum in Canberra. Thank you to Keith Lyons and Danielle Woodward in organising this event.
- Acknowledgements and thanks to the Board; Staff and Volunteers (event officials, technical committees, touring team officials).
- Congratulations to Ms. Helen Brownlee OAM & Ms. Danielle Woodward OAM on your appointments to the Australian Olympic Committee Board.

*"The achievements of the past several years has provided the platform for the continued provision of quality service, value and programs to our members. I look forward in anticipation of continuing this journey for the betterment of canoeing and I encourage all members to do the same.*

*The coming year, will see AC continue to provide quality service, value and programs to our members; for the betterment of canoeing. We are in an exciting phase of our evolution and I once again welcome you to join me on this journey." ...Mr. Greg Doyle.*

6. The 2012-2013 Annual Report was presented including the Audited Financial Accounts. The audited financial statements of Australian Canoeing for the year ended 30 June 2013 were tabled. The surplus for the year was \$84,636 (2012; \$68,671) and the net financial position was \$241,433 (2012; \$156,767).

AC's Business Manager Mr. Richard Roach gave a presentation that provided detail on various line items in the financial report, and answered questions from the attendees of the meeting.

- Key highlights from the 2013 Financial Year:
  - ICF Loan paid off.
  - ASC High Performance funding partially came across to AC , with the transition to continue in 2013/14, considerably increasing turnover and volume of transactions
  - First year of the new affiliation model.

- Thank you to all the Technical Committees and Team Managers who assisted with the finances, through preparing their budgets.
- Considerations for the 2014 Financial Year:
  - Transition of High Performance staff and some assets;
  - The possible conclusion of the ANPHA Sponsorship;
  - 2014 Slalom Junior and U23 World Championships;
  - IT – database upgrade;
  - Turnover expected to be \$5.5 million vs \$3.3 million in 2013.

A motion that the Audited Financial Statements as presented be adopted was moved by Mr. John Borojevic (Canoe Tasmania), and seconded by Mr. Richard Lowther (Canoeing WA). The motion was accepted unanimously.

7. Voting members elected the President and Interested Directors. Mr. Graham Johnson and Mrs. Joan Morison acted as scrutineers for the secret ballot for these elections. Three Interested Directors term of office had expired, with Ms. Danielle Woodward and Mr. Martyn Clancy-Lowe re-standing and vacant position from the resignation of Professor Keith Lyons on the 12<sup>th</sup> June 2013.

There were two nominations received for the three positions:

- Danielle Woodward (re-standing); and
- Martyn Clancy-Lowe (re-standing).

Ms. Danielle Woodward was elected as Australian Canoeing President unanimously. Mr. Martyn Clancy-Lowe was re-elected as a Director unanimously.

After the election, the Chair then explained the process of filling the casual vacancy from the floor. The Chair then went on to explain the ASC Mandatory Governance Principles, in-particular the Nominations Committee;

***“2.2 A Nominations Committee that nominates Directors for vacancies upon which the members vote.***

*It is important that Boards are comprised of members with a variety of skills and experience and who act in the best interests of the organisation as a whole. To achieve this, a Nominations Committee should be formed with at least three people which may be a combination of Directors and external appointments. Any external appointees should be independent and have significant business and governance expertise. The Committee should only comprise persons who are not directly involved in the management of the organisation; however, the CEO and Human Resources Manager or equivalent should have standing invitations to provide clarification where necessary.”*

The AC Board has been tasked with creating a Nominations Committee to look at a pool of people with a skill set for the AC Board and with the possibility of the Technical Committees as well.

AC has not yet finalised the Nominations Committee By-Law and will be finalising this within the next eight weeks. It is proposed the Nominations Committee will be made up of an AC Board representative, an external professional with knowledge on recruitment and to have one (1) State Member Association representative. The State Member Association representative will be rotated annually at the AC AGM.

Once the By-law has been finalised and the Nominations Committee set up, the Committee will identify candidates for the vacant position. These candidates will then go to a special resolution for the State Member Associations to vote.

The AC Board will put a timeline together on this process by the end of this weekend.

Motion from the floor from Mr. John Borojevic (Canoe Tasmania) and seconded by Mr. Tim Hookins (PaddleNSW) to defer the election of the casual vacancy until the AC Nominations Committee is set up according to the timeline provided by the AC Board later this weekend.

8. There were no nominees for Life Membership this year.

9. There was one Notices of Motion for this meeting.

### 9.1 Gender Equality

#### **Motion:**

To add the following clause:

#### **“25.3 Gender Equity**

**No one gender is to constitute less than 40% of the Board’s Directors. For the avoidance of doubt, there must at all times be at least three (3) males and three (3) females filling Director positions, based on the current Board composition of eight (8) Directors”.**

#### **Purpose of Motion:**

In the Australian Sports Commission’s Governing Principles it states:

#### **“2.6 Gender balance on Boards.**

There is good evidence that diversity on Boards leads to better corporate performance. The Commonwealth Government has set a target of a minimum of 40 per cent of Commonwealth Boards being female by 2015. Similarly, the ASC’s position is that each NSO should seek to achieve a target of 40 per cent female representation over a similar timeframe, which the ASC will review pending progress and the overall skills mix of boards. Sports’ progress will be reported in the new annual Winning Edge: State of Sports Report. Reporting on gender representation for NSO executive management positions will also be required.”

Senator Kate Lundy former Minister for Sport, the Australian Sports Commission and the Australian Olympic Committee have publicly stated the merits of increasing the number of women on boards in sport. The establishment of greater gender equity will enhance corporate governance as a full range of skills, experience and expertise will be available.

In Senator Kate Lundy's speech on the 17th August 2012, Senator Lundy stated:

"The gender breakdown of the boards for Olympic sports is not an area where Australia leads the world. Of the sports that recently competed at the Games two have no women on their boards: Swimming and Judo. But gender equality is no better in the other Olympic sports, twelve have only one female board member, six have two, five have three and one sport, handball, has five."

Mr John Coates stated at AOC AGM on the 14th May 2011,

"The AOC places a high emphasis on best practice corporate governance. The Listing Rules (Australian Stock Exchange Limited) now require companies to report on gender diversity, including on their Boards. This has become a major issue in corporate Australia and for sporting bodies in recent times, with the Prime Minister, Minister for Women's Affairs and Minister for Sport weighing in. It was also a key recommendation of the 13th Olympic Congress in Copenhagen in 2009 that:

18. High priority should be given to the advancement of women both in sport and through sport. The Olympic Movement should at all times seek to promote equal opportunities for women, both in their participation in sports competition and in administration and coaching. Wherever necessary, the Olympic Movement should identify and implement changes to achieve gender equality...".

#### **Discussion:**

Mr. John Borojevic (Canoe Tasmania) approached the AC Board and attendees in regards to the Notice of Motion on gender equity to clarify the wording to ensure the intent of the motion is the same, and to ensure that any casual vacancies in the future does not put AC in breach of the Constitution

A move to amend the motion from:

#### **25.3 Gender Equity**

No one gender is to constitute less than 40% of the Board's Directors. For the avoidance of doubt, there must at all times be at least three (3) males and three (3) females filling Director positions, based on the current Board composition of eight (8) Directors".

To:

#### **25.3 Gender Equity**

(a) Excluding the Director appointed under Rule 25.1(d), following an election of directors under clause 26 or an appointment of directors under clause 27, no one gender is to constitute less than 40% of representation of the Board.

(b) Should any casual vacancies arise which operates to cause the representation of any gender to constitute less than the requirement set out in Rule 25.3(a), the remaining Directors will act to fill the casual vacancies in accordance with Clause 29.3 and using best endeavours to restore the minimum gender representation of 40%. For the avoidance of doubt, where despite its best endeavours the Board is unable to achieve gender equity in filling a casual vacancy, the Board can fill the casual vacancy as it considers appropriate and will not be in breach of rule 25.3(a).”

Amendments to the Notice of Motion for Gender Equity was passed unanimously.

**Results:**

Notice of Motion for Gender Equity was passed unanimously.

10. The Chair thanked Mrs Joan Morisson for all the achieving of Australian Canoeing’s history.

11. Mr. John Borojevic (Canoe Tasmania), thanked and congratulated the AC Board and staff for the steady improvement and finances of AC.

There being no more business the meeting ended at 11:05 a.m.

# Australian Canoeing Inc.

## 64<sup>th</sup> AGM Attendees



Attendee	Member Status	Voting Delegate
Danielle Woodward OAM	President AC	No
John Borojevic	Canoe Tasmania	Yes
Richard Lowther	Canoeing WA	Yes
Tim Hookins	PaddleNSW	Yes
Connie Todaro	Canoe Victoria	Yes
Jerry Dunn	Queensland Canoeing	Yes
Noel Holmes	Canoe SA	Yes
Robbie Stewart	AC Board	No
Martyn Clancy-Lowe	AC Board	No
James Rennell	AC Board	No
Catherine Ordway	AC Board	No
Andrea McQuitty	AC Board	No
Greg Doyle	CEO AC	No
Richard Roach	AC Staff	No
Richard Fox	AC Staff	No
Mary Macaluso	AC Staff	No

<b>Attendee</b>	<b>Member Status</b>	<b>Voting Delegate</b>
Sam Lyons	AC Staff	No
Asha Venkataya	AC Staff	No
Peter Grant	Canoe Slalom TC	No
Greg Kaeding	Canoe Sprint TC	No
Sue Robb	Freestyle TC	
Peter McIntyre	Wildwater TC	No
Jason Dicker	Education & Safety TC	No
Joe Alia	Canoe Marathon TC	No
Ian Beasley	Canoe Polo TC	No
Ian Heard	Canoe SA	No
Andrea Boothroyd	Canoe Victoria	No
Rosalie Evans	Canoeing WA	No
Peter Tate	PaddleNSW	No
Graham Johnson	Life Member	No
Joan Morison	Life Member	No
Bruce Morison	Visitor (NSW)	No
Ian Hume	Visitor (SA)	No
Raewyn Duffy	Visitor (NSW)	No
John McCausland	Visitor (TAS)	No
Chris Conway	ASC	No