

## Minutes

**2022 Annual General Meeting**

**Virtual via Zoom**

**Meeting Date:**

10<sup>th</sup> July 2022

### **Board & Subcommittees:**

Shane O'Connor (Chair), Mairead Kavanagh (Deputy Chair), Amanda Kinahan (Chair of A&R Committee), Ruth Larragy (Board Member), Colm Murray (Board Member - Member Rep), Roddy Guiney (Independent Board Member), Eavanna Fitzgerald (A&R Committee).

### **Club Delegates:**

Sheenagh O'Callaghan (Arabian Gymnastics Club, Primary Delegate), Imelda McLoughlin (Athlone Gymnastics Club, Primary Delegate), Fiona Walshe (Athlone Gymnastics Club, Secondary Delegate), Colm O'Toole (Carrigaline Gymnastics Club, Primary Delegate), Fiona Murphy (Citadel Gymnastics Club, Primary Delegate), Janet Hawkins (Coolmine Gymnastics Club, Primary Delegate), Tim O'Donovan (Douglas Gymnastics Club, Primary Delegate), Marisa Duffy (DP Gymnastics Club, Primary Delegate), Mary Murray (Eccles Gymnastics Club, Primary Delegate), Elizabeth Melvin (Eccles Gymnastics Club, Secondary Delegate), Natasha Condell (Excel Gymnastics Club, Primary Delegate), Emma Byrne (Gorey Gymnastics Club, Primary Delegate), Linda Dempsey (Janz Gymnastics Club, Primary Delegate), Maddie Gunnell (Kilbarry Gymnastics Club, Primary Delegate), Sharon Doyle (Kilkenny Gymnastics Academy, Primary Delegate), Lisa Boyle (Killeevan Gymnastics Club, Primary Delegate), Elena Romanova (Leader Gymnastics Club, Primary Delegate), Andriy Konaryev (Leader Gymnastics Club, Secondary Delegate), Bodgan Stefan (Leap Gymnastics Club, Primary Delegate), Julie Masterson (Limerick Gymnastics Club, Primary Delegate), Charlie O'Donohoe (Mid-Sutton Gymnastics Club, Primary Delegate), Mary O'Brien (Mountmellick Gymnastics Club, Primary Delegate), Richard Johnston (Muckcross Park Gymnastics Club, Primary Delegate), Aimee Burke (Muckcross Park Gymnastics Club, Secondary Delegate), Eileen Murphy (Nadia Gymnastics Club, Primary Delegate), Andrea Brennan (Old Bawn Gymnastics Club, Primary Delegate), Aisling Kenna (Old Bawn Gymnastics Club, Secondary Delegate), Valentina Culicova (Olympia Rhythmic Gymnastics Club, Primary Delegate), Tom Dillon (Phoenix Gymnastics Club, Primary Delegate), Denis Donoghue (Portlaoise Gymnastics Club, Primary Delegate), Michael Griffin (RGC Gymnastics Club, Primary Delegate), Emma Flaherty (RGC Gymnastics Club, Secondary Delegate), Jamie Mullen (Sugarloaf Gymnastics Club, Primary Delegate), Pauric Dooley (SuperSonic Trampoline Club, Primary Delegate), Jessica Davies (Trojan Gymnastics Club, Primary Delegate), Julie O'Donnell (Trojan Gymnastics Club, Secondary Delegate), Glen Kelly (Vortex Gymnastics Club, Primary Delegate), Sinead Ahern (Vortex Gymnastics Club, Secondary Delegate), Marie Baker (Wexford Gymnastics Club, Primary Delegate).

### **Attendees:**

	<b>Staff:</b>  Ciaran Gallagher - CEO (CG), Jess Mondragon (JM), Daniel Culliton (DC), Sally Johnson (SJ)
<b>Apologies:</b>	<b>Board &amp; Subcommittees:</b>  None received.  <b>Club Delegates:</b>  Sandra O’Leary (Ballincollig Gymnastics Club, Primary Delegate), Clare Sheehan (Cork Acro Gymnastics Club, Primary Delegate), Dungarvan Gymnastics Club, Karen O’Dwyer (Kool School Gymnastics Club, Primary Delegate), Siobhan Keyes (Leaps & Jumps Gymnastics Club, Primary Delegate), Siobhan Brier (Longford Gymnastics Club, Primary Delegate), Midlands Gymnastics Club,
<b>Minutes taken by:</b>	CG

<b>Agenda Item</b>	<b>1: Introduction &amp; Welcome</b>
<b>Discussion</b>	<p>CG informally opened meeting to inform members of the housekeeping rules for the virtual AGM before handing over to GI Chair SOC to formally open the meeting.</p> <p>SOC welcomed members and formally opened the 2022 GI AGM and highlighted the following re meeting...</p> <ul style="list-style-type: none"> <li>• Official notice for the meeting was issued to clubs on 15<sup>th</sup> June</li> <li>• As per our club delegate-based voting system whereby each club is allocated 1 vote for up to every 100 members the quorum for a meeting requires attendance of clubs that represent min 50% of the total votes available within the membership at the time of meeting. In relation to today’s meeting, I can confirm the following... <ul style="list-style-type: none"> <li>○ Total votes available within the club network is 355</li> </ul> </li> </ul>

		<ul style="list-style-type: none"> <li>○ Total votes required for quorum @ 50% is 178</li> <li>○ Total votes present via attending clubs right now is 200 therefore he confirmed that the meeting could proceed.</li> </ul> <p><i>PLEASE NOTE: Total no. of votes present rose to 215 during the meeting.</i></p>
<b>Agenda Item</b>	<b>2: Apologies</b>	
<b>Discussion</b>		SOC stated that any apologies received would be included in the 2022 AGM minutes.
<b>Agenda Item</b>	<b>3: Minutes of the last meeting and matters arising</b>	
		There were no matters arising.
<b>Discussion</b>		<p>Proposed by: Marisa Duffy – DP Gymnastics</p> <p>Seconded by: Michael Griffin – Renmore Gymnastics Club</p>
<b>Agenda Item</b>	<b>4: Chairpersons Address</b>	
<b>Discussion</b>		<p>SOC opened his address by reflecting on the positive change in circumstance from the previous AGM in the context of Covid-19 highlighting the following...</p> <ul style="list-style-type: none"> <li>• Since the last AGM on 27<sup>th</sup> June 2021 thankfully indoor sport gradually began to open up with programmes &amp; events beginning to return in Q4 2021 and throughout 2022</li> <li>• He commended the resilience of clubs &amp; individual members as they, and indeed Gymnastics Ireland, continues to rebuild from the pandemic</li> <li>• Despite the very difficult Covid19 environment GI gymnasts had continued to deliver historic performances such as...               <ul style="list-style-type: none"> <li>○ Rhys McClenaghan &amp; Meg Ryan at the Tokyo Olympic Games including Rhys' Olympic final in summer 2021, Ireland's first Olympic finalist in gymnastics</li> <li>○ Emma Slevin becoming Ireland's first All-Around finalist at a World Championships in October 2021</li> </ul> </li> </ul>

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|  | <ul style="list-style-type: none"> <li>○ Medal winning performances on the World Cup circuit in early 2022 from Rhys, Eamon Montgomery &amp; Adam Steele</li> <li>○ The return to international competition for all other disciplines with improved performance results from our Trampoline, Acro and Rhy gymnasts</li> <li>● He commented that the Board has continued to meet on a regular basis and since the last AGM, following input from members &amp; partners, GI launched the new Strategic Plan 2021 – 2024 which outlines 5 key areas of focus for development going forward...             <ul style="list-style-type: none"> <li>○ Culture &amp; Governance</li> <li>○ Club Development</li> <li>○ Events</li> <li>○ Member Services</li> <li>○ Profile &amp; Commercial</li> </ul> </li> <li>● He also commented that given the issues that have hit many other gymnastics nations re performance culture it is essential we keep developing our positive gymnast centred approach in-line with the values defined in our strategic plan which include...             <ul style="list-style-type: none"> <li>○ Enjoyment</li> <li>○ Pride</li> <li>○ Teamwork</li> <li>○ Hard Work</li> <li>○ Ambition</li> <li>○ Fair Play</li> <li>○ Respect</li> </ul> </li> <li>● He paid tribute and thanked fellow Board members for their efforts throughout the year including...             <ul style="list-style-type: none"> <li>○ Mairead Kavanagh</li> <li>○ Amanda Kinahan</li> <li>○ Ruth Larragy</li> <li>○ Andrew Coulter</li> <li>○ Colm Murray</li> <li>○ Roddy Guiney</li> <li>○ Lynne Darcy</li> </ul> </li> <li>● While also paying specific tribute to Amanda &amp; Andrew who have served their max 3 x terms of 9 years and are stepping off the Board at this meeting</li> <li>● He stated that in-line with GI's commitment to ensuring good governance we will be required to make a number of changes to the constitution via EGM in coming months including...             <ul style="list-style-type: none"> <li>○ Moving the Company Secretary to an appointed position from within the Board as</li> </ul> </li> </ul> |
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		<p>is appropriate due to its requirement for a specific skill set.</p> <ul style="list-style-type: none"> <li>➤ He highlighted that Ger Rellis was assisting GI get over this hurdle by going forward for election as Company Sec on this occasion and clarified that as per article 51 a member can return to the Board following a break of 3 x years/1 term following serving max 9 years/3 x terms</li> <li>○ GI needs to build in the 40% female gender quota required by Sport Ireland for funded NGBs highlighting that historically this has never been an issue for GI but it's important we mandate this</li> <li>○ Various other minor matters to tidy up / align from recent constitutional updates over the years</li> <li>• He closed by wishing our men's &amp; women's junior &amp; senior teams the best of luck at the upcoming 2022 European Multi-Sport Championships in Munich in August and wished all members all the best as we hope to deliver full programme of activity and events uninterrupted for the rest of the year.</li> </ul>
<b>Agenda Item</b>	<b>5: Directors &amp; Auditors Report on Financial Statements for the year end 31<sup>st</sup> December 2020</b>	
<b>Discussion</b>	<p>SOC asked CG to present this agenda item and handed to CG.</p> <p>CG highlighted the following...</p> <ul style="list-style-type: none"> <li>• In-line with best practice GI undertook a tender process for the appointment of new financial auditors</li> <li>• This process was overseen by the Audit &amp; Risk Committee which is composed by... <ul style="list-style-type: none"> <li>○ Amanda Kinahan (Chair)</li> <li>○ Tom Dillon</li> <li>○ Eavanna Fitzgerald (Independent)</li> </ul> </li> <li>• Following conclusion of this process Woods Partners were appointed for a period of 3 x years</li> </ul> <p>CG invited AK as Chair of the A&amp;R committee to comment on the tender process, AK confirmed...</p> <ul style="list-style-type: none"> <li>• The A&amp;R committee had developed a detailed 'Request for Tender' document outlining the needs of the company and including an associated scoring matrix against key areas.</li> <li>• The RFT doc was issued to a selection of firms ranging from large to small in order to give GI a good range of options and that 5 firms had submitted tenders.</li> <li>• Upon final assessment of tenders received and scoring of same Woods partners had scored the highest and therefore the A&amp;R committee put forward a recommendation to the Board that they be appointed for a period of 3 years as per their tender with the Board ultimately ratifying this proposal.</li> </ul> <p>AK handed back to CG who confirmed the following re the Directors &amp; Auditors Report on Financial</p>	

Statements for the year end 31st December 2021

- Published online & emailed to clubs on Thursday 8<sup>th</sup> July
- Deadline for queries Saturday 10<sup>th</sup> July
- No queries submitted by deadline

CG highlighted that the audit report had been issued to members later than usual as it had taken longer to complete the report and gain the various levels of signoff due to 2 unique factors...

1. The fact that this was the first audit undertaken with a new firm getting to know GI and vice versa
2. We had lost a key member of finance staff during the month preceding the AGM due to their resigning hence putting additional pressure on both the Operational & Admin Manager (Deirdre Farren) and CEO to fill the gap

He stated that it is normal practice that GI issues the same 7-14 days prior to a general meeting and apologised for the delay on this occasion. He also offered that if any member had any further queries after the meeting re finances he was more than willing to answer them.

As there were no queries received by the deadline of 10<sup>th</sup> July CG highlighted a number of points relating to the income & expenditure account and balance sheet...

#### **INCOME & EXPENDITURE ACCOUNT**

- Income: €2,255,935
- Expenditure: € 2,322,160
  - Deficit (after tax): -€66,219

CG drew attention to the unique write off re fixed assets listed in expenditure of €7,916 stating that it related to an adjustment in value of events equipment following on from the implementation of a new online bar-coded asset tagging system GI had introduced to ensure assets were monitored re use/value at each National Series event when set-up on the competition floor. CG also commented the deficit position in 2021 still could be viewed as a positive financial result considering the fact that indoor sport had remained closed from Jan – June 2021 plus GI had settled 82% of club insurance costs in order to assist clubs getting back on their feet in Q3&4 2021. He informed the members that as of end of May 2022 GI was on target to achieve a balanced budget by year end 2022 assuming we retain min 24k members in-line with the new individual membership fees as communicated to clubs. He also highlighted this is also assuming programme activity is able to continue as planned to year end with no further Covid19 restrictions being implemented.

CG then provided a 4-year overview tracking the financial impact of the pandemic on GI from pre pandemic 2019 actuals through to 2022 year-end forecast covering income & expenditure breakdown.

#### **BALANCE SHEET**

- Fixed assets: €1,018,207
- Net Current assets: €850,667
- General fund: €850,667

	<p>CG highlighted that GI had significantly invested in events equipment covering fixes but also additions – some of which were received in 2021 and had led to the increased value re fixed assets for 2021 and some of which has been received in 2022 therefore would show on balance sheet re 2022. He confirmed he would provide further detail in this in his CEO report.</p> <p>Full financial presentation is available via...  <a href="https://s3-eu-west-1.amazonaws.com/gymnasticsireland/downloads/2022-AGM-Presentation.pdf">https://s3-eu-west-1.amazonaws.com/gymnasticsireland/downloads/2022-AGM-Presentation.pdf</a></p>
<p><b>Agenda Item</b></p> <p><b>Discussion</b></p>	<p><b>6. Appointment of Auditors for incoming financial year</b></p> <p>The membership were asked that in line with company law and as per best governance practice, they provide approval for the Board, as advised by the Audit &amp; Risk committee, to appoint the auditors and fix remuneration in-line with competitive market rates &amp; the tender process outcome. CG confirmed again that the Audit &amp; Risk Committee consists of...</p> <ul style="list-style-type: none"> <li>• Amanda Kinahan (Chair – current Board Member)</li> <li>• Tom Dillon (former Board Member)</li> <li>• Eavanna Fitzgerald (Independent Member – Barrister at Law)</li> </ul> <p>CG also restated that as per the outcome of the Tender process GI had agreed to appoint Woods Partners for a 3-year period with cost per year estimated to be circa €7.5-€8k per annual financial audit.</p> <p>Proposed: Tim O'Donovan - Douglas GC          Seconded: Imelda McLoughlin – Athlone GC</p>
<p><b>Agenda Item</b></p> <p><b>Discussion</b></p>	<p><b>7. CEO, Anti-Doping &amp; Safeguarding Compliance Report</b></p> <p>CG gave a presentation on activities and matters of importance from the previous AGM in late June 2021 to date including an Anti-doping &amp; Safeguarding compliance report from Dermot Howlin, Gymnastics Ireland Policy, Welfare &amp; Compliance Manager.</p> <p>To view a full copy of the CEO presentation please click on the link below...  <a href="https://s3-eu-west-1.amazonaws.com/gymnasticsireland/downloads/2022-AGM-Presentation.pdf">https://s3-eu-west-1.amazonaws.com/gymnasticsireland/downloads/2022-AGM-Presentation.pdf</a></p> <p>CG opened the floor to queries re his report.</p> <p>Linda Dempsey queried why GI had invested €645k in equipment considering the pandemic environment. CG confirmed that as per presentation the €645k investment was made up of utilizing the</p>

	<p>unanticipated surplus from 2020 of circa €240k plus €395k received from the Sport Ireland HP sports capital grant to purchase the podium therefore based on this GIs financial position remained the same as pre pandemic. He highlighted the Board had discussed in full the investments on this basis and also that if GI did not accept the sports capital grant the risk was that we would not gain such an investment opportunity for such a key piece of events infrastructure again. He also highlighted that circa €112k of the €645k was also necessary equipment fixes and replacements. CG stated with the total investment over 2021 &amp; 2022 GI now had one of the largest banks of equipment in Europe, possibly the world. More importantly he highlighted that GI now has all the necessary events equipment to deliver all elements of the events programme for foreseeable future including the international events development in the context of the podium.</p> <p>Lisa Boyle asked why GI was increasing membership fees at this time. CG clarified that this matter was dealt with extensively through presentations at the 4 x club check-in virtual meetings in February 2022 (presentation was subsequently emailed to clubs after meetings) plus in writing to club secretaries along with the release of the new membership year promotional resources including the new animated video.</p> <p>SOC thanked CG for a thorough report.</p>
<p><b>Agenda Item</b></p> <p><b>Discussion</b></p>	<p><b>8. Ratification/Election of Board members as per article 45</b></p> <p>SOC confirmed that following receipt of nominations by deadline of Sunday 3th July the Gymnastics Ireland Nominations Panel (NP) met to conduct its business as it relates to the upcoming AGM in-line with the constitution &amp; the 'GI Board &amp; Board Officers Role Descriptions'. The NP consisted of the following persons...</p> <ul style="list-style-type: none"> <li>• One current Board member not seeking re-appointment or re-election <ul style="list-style-type: none"> <li>○ Andrew Coulter</li> </ul> </li> <li>• One former Board member not seeking re-appointment or re-election <ul style="list-style-type: none"> <li>○ Marissa Duffy</li> </ul> </li> <li>• One independent <ul style="list-style-type: none"> <li>○ Mary O'Connor - CEO Federation Irish Sport</li> </ul> </li> </ul> <p>He confirmed the Nominations Panel had appointed the following individuals to the relevant Board positions subject to ratification by the AGM and therefore we will require a proposer and seconder for each</p>



position/individual from the membership present.

He also confirmed that seeing as the next section of the meeting deals with a position that he had been nominated for he would now hand the Chairing of the meeting over to GI Deputy Chair Mairead Kavanagh due to considerations relating to conflicts of interest.

MK assumed the Chair and asked that the members use the chat function in order to identify a proposer and seconder for the following positions appointed by the Nominations Panel...

- **Chair: Shane O'Connor**
  - Proposed by Jessica Davis (Trojan GC) & Seconded by Michael Griffin (Renmore GC)
- **Member Officer: Ruth Larragy**
  - Proposed by Denis Donoghue (Portlaoise GC) & Seconded by Valentina Culicova – (Olympia GC)
- **Member Officer: Eavanna Fitzgerald**
  - Proposed by Tim O'Donovan (Douglas GC) & Seconded by Maddie Gunnell (Kilbarry GC)
- **Independent Officer: Roddy Guiney**
  - Proposed by Jamie Mullen (Sugarloaf GC) & Seconded by Imelda McLoughlin (Athlone GC)
- **Independent Officer: Lynne Darcy**
  - Proposed by Pauric Dooley (Supersonic GC) & Seconded by Maddie Gunnell (Kilbarry GC)

MK congratulated to the incoming Board members on their appointment and handed back to the SOC as to resume the Chairing of the meeting for the elections.

SOC highlighted that while we only received one nominee for each elected position, we are still required to go through the election procedure and retain a record of results for legal compliance purposes.

He also highlighted that for the elections GI has engaged the services of Mi-Voice, a tech company specialising in multi-channel electoral services in the public and private sector. He stated that all primary delegates should have received an email containing a link to the MI-Voice platform login webpage in addition to their primary delegate/voting login details and requested that they login if they have not done

	<p>so already and allowed for a few minutes to assist anyone having any issues.</p> <p>With confirmation from Mi-Voice that all primary delegates were logged into the voting system SOC proceeded to the elections outlining the following election procedure which would operate for each position...</p> <ul style="list-style-type: none"> <li>• Each vote would open and remain open for 2 mins</li> <li>• Primary delegates who cannot see an open vote may need to refresh their screen</li> <li>• The vote would remain open for 2 mins for the first vote with countdowns at 1 min and 30 seconds. Assuming the first vote goes without issue the remaining votes would remain open for 60 seconds with a 30 second warning being given. Mi-Voice will run the entire voting procedure.</li> <li>• Once vote was closed it would be verified and result displayed by Mi-Voice</li> </ul> <p>With the above understood SOC confirmed the Nominations Panel had vetted the following individuals to go forward for election. The above procedure was run for each position with the following results being displayed at the end of each voting procedure.</p> <ul style="list-style-type: none"> <li>○ <b>Deputy Chair: Mairead Kavanagh</b> – elected with 197 votes</li> <li>○ <b>Company Secretary: Ger Rellis</b> – elected with 181 votes</li> <li>○ <b>Member Representative Officer: Colm Murray</b> – elected with 206 votes</li> </ul> <p>SOC congratulated the members on their election. He also highlighted that as we did not receive a nomination for the 2<sup>nd</sup> membership representative officer the new Board will seek to co-opt a suitable candidate in the coming months.</p>
<p><b>Agenda Item</b></p> <p><b>Discussion</b></p>	<p><b>9. Close of meeting</b></p> <p>SOC thanked everyone for their attendance and stated GI would continue to work to support our members as we continue to emerge &amp; rebuild from the pandemic.</p> <p><i>The meeting closed with no further business...</i></p>