

34th Annual General Meeting
November 4th, 2022
Four Seasons Hotel, Monaghan

Present:

Member Attendee list attached as **Appendix 1**

Board List attached as **Appendix 2**

Subject	Discussion/ Action
1.	VICE PRESIDENT'S ADDRESS – CONOR CAMPBELL
1.1	<p>In the absence of a President, Vice President Conor Campbell took the role of Chairman and on behalf of the Board. He explained that it had been agreed that he would take the Chair as the other Vice President, Tom Daly, had been up for election as President before the recent withdrawal of the other candidate. Mr. Campbell welcomed the delegates to the 34th AGM of Cycling Ireland. He outlined the Year 2022 to date. All members of the Board were introduced to the membership.</p> <p>It was NOTED that two Board members, Louise Reilly and Susan Ahern, were on the Board with the financial support of Sport Ireland. The Vice President, on behalf of the membership, welcomed Paul McDermott (Sport Ireland) to the AGM.</p> <p>While much progress has been made in 2022, the size of the workload for the future were ACKNOWLEDGED.</p> <p>The Quorum for the meeting was CONFIRMED.</p>
2.	<p>Adoption of Standing Orders</p> <p>Proposed by John Moloney and seconded by Brendan Quigley</p> <p>The Standing Orders were ADOPTED.</p>
3.	<p>Approval of 33rd AGM Minutes</p> <p>Proposed by Martin O'Loughin and seconded by Paul Sanders.</p> <p>The Minutes of the 33rd AGM were APPROVED.</p>
4.	BUSINESS UPDATE – CEO, MATT MCKERROW
	<p>The CEO, Matt McKerrow, gave an overview of the business year to date and NOTED that several staff would be presenting in more detail later in the day.</p> <p>It was NOTED that the relevant people would deal with all questions in due course.</p> <p>It was NOTED that technical rules could be changed at any time of the year. It was further NOTED that technical motions could be submitted to the Technical Working Group at any time of the year.</p> <p>The CEO NOTED that some issues could not be discussed due to legal reasons and was sorry he could not go into more detail.</p> <p>All KOSI Audit and Institute of Public Administration (IPA) recommendations have been achieved by the date of the AGM.</p>

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		<p>Potential for future development was NOTED. The staff turnover due to a red-hot labour market was also NOTED.</p> <p>It was NOTED that Cycling Ireland Membership numbers were still on the rise. Opportunities need to be taken throughout the community to maximise these opportunities.</p> <p>The CEO took questions on the long-term strategy for Cycling Ireland.</p> <p>The CEO took questions on his involvement in past problems and confirmed how he could be part of the solution.</p> <p>A question was received on when the structure for event funding will be announced. It was confirmed that the application system for funding allocation for events was set up and due for imminent release. It was confirmed that the process would be rigorous.</p> <p>A request was also received for the early publication of Cycling Ireland’s intention to enter teams in key events such as Rás na mBan to allow for target setting by riders and other teams. The CEO received questions on his key deliverables and how the CEO can be held accountable. The CEO KPI process was outlined by the CEO and NOTED that the Board would be the ones that will hold him to account.</p> <p>Questions were also received in relation to the CEO’s position, considering the organisation’s funds are down by €750k due to professional fees, including investigations. It was noted that the previous Board had stepped aside while the CEO held his position.</p> <p>The CEO received a statement from the floor regarding development being a priority for Cycling Ireland, and if we don’t have a Development Programme, we won’t keep kids cycling. The CEO NOTED that we need Development Officers and outlined work done via the Cycle Right programme.</p>
<p>5.</p>		<p>DIRECTORS’ REPORT – SUSAN AHERN</p>
		<p>Appointed Director Susan Ahern presented the Directors’ Report, outlined the Directors’ responsibilities and confirmed that the Board was compliant. It was NOTED that the Auditors had provided an unqualified set of Accounts.</p> <p>It was NOTED that the current board of directors only started to work together in February and March 2022. The Board and staff had worked tirelessly to steer the ship in a new direction. The Board are very confident that the future for Cycling Ireland is great.</p> <p>A question was received about whether the issues related to the professional fees were related to 2022 or 2021 expenditures. The issues that were ongoing in 2022 have affected the 2021 accounts.</p> <p>Clarification from the floor was received that the members’ liability in the Directors’ Report is stated as €1.27 instead of €2 per the Constitution.</p> <p>A question was received related to the house in Majorca and when funding in relation to the Rás Tailteann was approved. As these were finance-related, the questions were deferred to Item 6.</p>

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		<p>In response to the previous questions, a response came from the floor that Rás Tailteann did not receive Cycling Ireland funding in 2019,2020 & 2021. The Board noted that the previous Board had approved funding for 2019 of €160K for the Rás. In 2021 that funding had been reconfirmed by the then Board. Following the Board restructuring, that funding was reaffirmed in March 2022 on foot of the commitment given by the previous Board. It was NOTED that the committed funding of €160K was reduced to €120K by the then Board. Cycling Ireland held back €10k of this funding until all expenses were reconciled. Separately, the Ras Tailteann organisation found alternative financing. Board approved funding of €120K came in under budget with €15K being returned to Cycling Ireland. Every expense was receipted.</p> <p>The Directors’ Report was proposed by Susan Ahern and seconded by Noel Clarke.</p>
<p>6.</p>	<p>AUDITED FINANCIAL STATEMENTS – GUSTAVO CORREA</p>	<p>The Accounts were presented by the Finance Manager, Gustavo Correa.</p> <p>A question was asked by the Cycling Ulster Treasurer as to how much money is recorded for Cycling Ulster, and she questioned if the figures were correct. Susan Ahern confirmed that all figures were based on the accounts provided by the provinces and checked via the Bank Accounts. The Finance Manager committed to providing detailed figures to the Treasurer of Cycling Ulster at the break.</p> <p>A request was made from the secretary of the Leisure Commission for the data on One Day Licence uptake to assist the Commission in targeting new members.</p> <p>The CEO confirmed that the Insurance issue is problematic and getting insurance was proving difficult.</p> <p>A question was received as to whether the recording of the Provincial funds is being used to cover the cracks, considering the high professional fees and if Cycling Ireland without the provincial funds recorded a €50k loss. The Finance Manager confirmed this. Susan Ahern confirmed that the cost of poor governance was divided between 2021 and 2022.</p> <p>A question was received as to why coaching expenses were so high in 2021. The Finance Manager clarified that the figure is based on Cycle Right money being recorded as an in-and-out transaction.</p> <p>A question was received in relation to the financial viability of the Great Dublin Bike Ride due to the cost variation over recent years. The CEO provided an update as to the post-pandemic losses of the event, why there was a difference and the plan to recoup the losses.</p> <p>A question was received in relation to the value back to Cycling Ireland from the recent TG4 promotions, which saw a significant increase in marketing expenditure and how it is justifiable. The CEO endeavoured to liaise with an answer once data was available.</p> <p>Questions were received in relation to the following:</p> <ul style="list-style-type: none"> • A loan to IBTC for bikes in 2021 • Properties in Majorca and their ownership • Non-receipt of a bond from team IBCT in 2021

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		<ul style="list-style-type: none"> • Tax Compliance status of contractors <p>These questions were noted and deferred until after the lunch break to collate the information requested.</p> <p>Proposal of Accounts for 2021 – Proposed by John Maloney and seconded by Eugene Moriarty. However, concern was raised that the answers to the questions outlined need to be received before further consideration.</p> <p>Acceptance of the accounts was deferred until the answers were provided after the break.</p> <p>Board Director Will Byrne delivered the answers for each of the questions that had been deferred, including:</p> <ul style="list-style-type: none"> • The question regarding the loan for bikes for IBCT: these were issued as grants for bikes for carded riders on the team. However, the monies were reimbursed in January 2022. • The questions raised regarding the property rental in Majorca: it was owned by an independent owner and the rental agreement was an arm’s length business transaction. • The question regarding the Bank Guarantee was clarified as non-receipt of a bond from team IBCT: clarification on this was provided. • The question regarding tax compliance of contractors: this was answered with confirmation that they are responsible for their own tax management and declarations. <p>The question regarding ‘exception item’ and the accounting of Provincial funds was answered during the AGM. It was explained that the Provincial bank accounts were all reconciled at the year-end date and if any immaterial adjustments were needed that they would be made in 2022.</p> <p>It was outlined that if the financial statements were not approved during the AGM that this would have a direct impact on Sport Ireland withholding the final payment of 25% of our core Grant.</p> <p>Proposal of Accounts for 2021 – Proposed by John Maloney and seconded by Eugene Moriarty. The Accounts were APPROVED.</p>
<p>7.</p>	<p>MEMBERSHIP FEES</p>	
		<p>Membership fees were deferred and to be reconsidered after the lunch break due to an objection from the floor around the implementation of the Provincial Levy by Cycling Munster being unconstitutional, with members asked to vote against the membership fees.</p> <p>The Chairperson and Treasurer of Cycling Ulster spoke on Provincial levies, and it was NOTED that it was each of the provinces who decide the levies.</p> <p>The secretary of the Leisure Commission clarified the licence increase in 2019 should be €10 and not €5. The item was held over for further consideration.</p> <p>A recommendation was received from the Chairperson of Cycling Leinster to re-examine the fees between leisure and competitive fees next year.</p>

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		<p>The Chairperson of Cycling Munster noted that all the members of Cycling Munster were entitled to attend and vote at the Provincial AGM where the Provincial Levy was introduced and that this is not an issue.</p> <p>A proposal was submitted from the floor outlining a revised licence fee costs without the Cycling Munster levy. The outgoing treasurer for Cycling Munster spoke on the scenario in Cycling Munster and voiced an objection to the motion. The motion was put to the floor and was lost.</p> <p>The Board proposal for membership fees was proposed by the Board, seconded by Jack Watson, and APPROVED.</p>
8.	APPOINTMENT OF AUDITORS	
		<p>The Board proposed the appointment of OSK, which was seconded by Jack Watson and carried.</p>
9.	TO CONSIDER THE FOLLOWING REPORTS	
9B	RECEIVE REPORTS FROM THE FOLLOWING COMMITTEES	
	<i>ARFC</i>	<p>Chairperson of the Audit Risk and Finance Committee (ARFC), Susan Ahern, outlined the development of ARFC and confirmed the members. It was NOTED that Cycling Ireland was a €6m turnover business and had to be run accordingly. 2022 was spent understanding the financial structures of the organisation. It was indicated that Finance Department resources would be made available to the Provinces and Commissions. The 2023 Budgeting process has begun and is well ahead of previous years. It was NOTED that there were several uncontrollable issues, including a server crash and two changes of CFO that could not have been planned for.</p> <p>Several finance policies have been approved; Risk Management is a priority for the ARFC and the company. Insurance is already an action that is on the ARFC agenda for review.</p>
	<i>GEC</i>	<p>Chairperson of the Governance and Ethics Committee (GEC), Gary McIlroy, noted the committee's composition and took the members through the complexity of the Cycling Ireland Organisational structure. It was NOTED that a large amount of work had taken place to ensure that Cycling Ireland is fully compliant with the Sport Ireland Governance Code for Sport, implementation of IPA Recommendations and implementation of KOSI Audit Recommendations. The Schedule of Matters reserved for Board Directors was highlighted as a crucial element in ensuring that the foundations had been put in place to ensure good governance would continue to be followed by ensuring the boundaries are set for both the Board and the Executive. He indicated how governance is a constantly evolving process.</p> <p>It was NOTED that there would be a constitution review in 2023 as there are many inconsistencies in the current constitution against the Companies Act 2014 with an opportunity to modernise.</p> <p>The opportunity for questions was put to the floor. A speaker representing Evo Pro Racing began to read a pre-prepared statement.</p>

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		<p>Gary McIlroy asked for a question, as did the Chairperson of the meeting, but no question was forthcoming. A question was eventually asked related to Cycling Ireland involvement with a media investigation into Evo Pro Racing. This was answered by the Chairperson of the meeting, with a response from the floor with a derogatory reference to the Board being ruled out of order.</p> <p>A question about a particular message to members via email and social media and who was responsible for sending it was raised from the floor. The CEO confirmed that all actions carried out by staff are ultimately his responsibility. He NOTED that this particular communication was instructed by the then-President.</p>
<p>P&C</p>		<p>Louise Reilly presented on the People and Culture Committee (P&C), and she NOTED that Cycling Ireland had been dealing with a crisis over the past year, and we all must move forward positively.</p> <p>The Board is doing its best to get Cycling Ireland in shape. It was NOTED that there was clearly a lot of pain in the room. The room was reminded that good governance and good behaviour is everyone’s responsibility, and the People and Culture Committee’s work will affect everyone. It was NOTED that work has begun to improve internally first; performance reviews are to commence for staff in January. What do you want? Where do you want to be? Most people believe in good governance and behaviour, and the building blocks are being implemented.</p> <p>The matter of confidence in the CEO was raised from the floor, and Louise Reilly confirmed that the Introduction of a performance Management system would be utilised to manage everyone’s performance in the future, including the CEO.</p> <p>The matter of gender reference in the constitution of Cycling Ireland was raised and it was CONFIRMED that the gender language issue would be updated as part of the constitution review.</p> <p>Ms Reilly CONFIRMED that no Board member or volunteer was involved in the Sports Capital Grant issue and no Board member or volunteer benefited from the Sports Capital Grant issue.</p>
<p>C&RWG</p>		<p>Tom Daly (TD), who Chaired the Consultation and Review Work Group (C&RWG) began by directing the membership to the full report on the website for further detail.</p> <p>TD NOTED at a high level the work undertaken by this group. TD thanked all the members who engaged with the review.</p> <p>It was NOTED from the floor that the consultation review was a great idea, and asked what the next steps and timescales were. It was confirmed that the immediate priority of the Board was the stability of the Company and that the findings of the review would be addressed in the coming year.</p> <p>It was also NOTED that Board and Company governance had to be got right first. It was NOTED from the floor that Commissions are personality-led and not process-led. The Strategy for Commissions needs to be addressed as part of this review. It was CONFIRMED that Budgets will be approved for Commissions in Jan 2023. Restructuring is to begin in 2023. Constitution review to be completed by the AGM 2023.</p>

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		<p>The Chair of the Woman’s Commission felt all Commissions were being tarred with the same brush. It was NOTED that they had a great working relationship with their staff member. Feedback on the review will be supplied in due course.</p> <p>It was NOTED from the floor that the survey numbers in Connacht from the consultation process were low and would not necessarily be an accurate reflection.</p>
	CWG	<p>Chairperson of the Commercial Working Group (CWG) Emma Hunt-Duffy informed the membership of the plans being considered for the future. She NOTED that the use of an Agency was being considered and confirmed that the Board would be signing off on any commercial partners. Ms Hunt-Duffy confirmed that an Environmental Social Governance (ESG) Policy would be very much part of the plan. It was NOTED that, where possible, sponsors would be all-island sponsors.</p>
10.	COACH EDUCATION UPDATE – Tom Causer	
		<p>Tom Causer presented developments and planning in Coaching, leading, and instructing. It was NOTED that it was one of the most important parts of the sport that needs to be developed. To ensure we maintain and improve participating numbers, Cycling Ireland needs more coaches. It was confirmed that a targeted approach might be considered in the future. It was suggested from the floor that a need to attract former riders and private coaches need to be brought on Board. TC CONFIRMED the establishment of the active coach’s database; this would achieve, through a coach membership and CPD opportunities. It was NOTED from the floor that dozens of coaches have qualified, but there was no support for them post-qualification. It was AGREED that all coaches need to be kept active and mentored.</p> <p>It was NOTED that some attention needs to be given to regulating the area.</p>
11.	SAFEGUARDING AND ANTI-DOPING UPDATE	
		<p>Donal Gillespie (DG), Cycling Ireland Safeguarding Officer, thanked the Board Safeguarding Champion Claire Young and all the volunteers who work on safeguarding throughout the island; he noted that nothing could be done without their support and excellent work.</p> <p>DG took the membership through his presentation, outlining the key statistics across the island of Ireland and the latest developments in this area. An outline of work for 2023 was presented to the meeting. It was NOTED that any club that did not have a Safeguarding Officer would not be affiliated in 2023, and DG confirmed he would be available to assist clubs in this regard.</p> <p>Consideration is to be given to resources around Safeguarding for Cycling Ireland as the SG role was a 50% role.</p>
12.	WOMEN IN SPORT UPDATE	
		<p>Elaine Cahill, Cycling Ireland Women in Sport Officer, presented to the Membership on the reason for the funding, what has been done to date and the plan for the future. It was NOTED that every child should be given the same opportunity for success as a cyclist, regardless of gender.</p>

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		Statistics from a recent survey were noted, and it had to be NOTED that according to the study, female participation was more significant in an all-female environment.
13.	HIGH-PERFORMANCE UPDATE	
		<p>Iain Dyer (ID), Cycling Ireland High-Performance Director, presented to the membership the developments within the HP Department and what had been done since he took over in February 2022. He NOTED the recommendation for a High-Performance Management Committee (HPMG) - and the selection criteria that would be put in front of that Working group for review. ID further NOTED that selection is not a reward for effort. It is about ability and potential, which is what gets you selected.</p> <p>The matter of athletes being allowed to self-fund was raised while having no issue with self-funding in principle. It was NOTED that minimum performance standards must be reached before self-funding is considered an option.</p> <p>It was NOTED that the funding from SI and SNI is based on Olympic and Paralympic qualifications and not on the National Championships.</p> <p>It was NOTED that the HP Director had made the decision to not send a team to the Worlds in Australia. He confirmed he had informed the Board of his decision: he took responsibility, and he believed it was the right decision.</p> <p>It was NOTED from the floor that the Youth’s budget was a small fraction of the HP budget.</p> <p>It was NOTED that ID has a lot of tough decisions to make already and further NOTED that much progress has been made. Tough choices will continue to be made in the best interest of Irish Cycling.</p>
14.	MOTIONS FOR THE 34th AGM FOR CONSIDERATION	
	Motion 1 Ordinary resolution	Proposed by the Leisure Commission - Not APPROVED
	Motion 2 Ordinary resolution	It was proposed by Seven Springs -No one in the room to present – Removed.
	Motion 3 Ordinary resolution	Proposed by Newry Wheelers – Not provided to the membership with 21 days’ notice – vote required of 90% to table the motion - Not APPROVED
	Motion 4 Ordinary resolution	Proposed by McNally Swords - Withdrawn
	Motion 5 Ordinary resolution	Proposed by Cycling Ulster - Not APPROVED
	Motion 1 Special Resolution	Proposed by Cycling Ireland Board – APPROVED
	Motion 2 Special Resolution	Proposed by Cycling Ireland Board – Not APPROVED

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	Motion 3 Special Resolution	Proposed by Cycling Ireland Board – APPROVED
	Motion 4 Special Resolution	Proposed by Cycling Ireland Board – APPROVED
	Motion 5 Special Resolution	Proposed by Cycling Ireland Board – Withdrawn pending constitution review
	Motion 6 Special Resolution	Proposed by Cycling Ireland Board – Withdrawn pending constitution review
	Motion 7 Special Resolution	Proposed by Cycling Ireland Board – Withdrawn pending constitution review
	Motion 8 Special Resolution	Proposed by Cycling Ireland Board – Withdrawn pending constitution review
	Motion 9 Special Resolution	Proposed by Cycling Ireland Board – Withdrawn pending constitution review
	Motion 10 Special Resolution	Proposed by Cycling Ulster - Withdrawn pending constitution review
	Motion 11 Special Resolution	Proposed by Cycling Ulster - Withdrawn pending constitution review
	Motion 12 Special Resolution	Proposed by Cycling Ulster - Withdrawn pending constitution review
	Motion 13 Special Resolution	Proposed by Cycling Ulster - Withdrawn pending constitution review
	Motion 14 Special Resolution	Proposed by Cycling Ulster - Withdrawn pending constitution review
	Motion 15 Special Resolution	Proposed by Cycling Ulster - Withdrawn pending constitution review
15.	RATIFICATION OF APPOINTED DIRECTORS	
	Susan Ahern	APPROVED
	Emma Hunt Duffy	APPROVED
	Gary McIlroy	APPROVED
	Louise Reilly	APPROVED
16.	ELECTION OF FEDERATION SECRETARY	
	Claire Young	ELECTED
17.	ELECTION OF CYCLING IRELAND PRESIDENT	
	Tom Daly	ELECTED
18.	CLOSE	
		Conor Campbell, Vice President, was congratulated from the floor for his role in excellently steering Cycling Ireland through a difficult year.

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		<p>In accepting his Presidency, Tom Daly thanked those who had nominated him. He NOTED that while the last year has been challenging, the problems experienced and our response to them would make Cycling Ireland a stronger organisation. He NOTED that Cycling Ireland had previously gone through challenging times in its various stages of development. Our current difficulties were part of that development journey, and we would emerge in a better place from this time.</p> <p>He declared the meeting CLOSED.</p>
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Conor Campbell
Chairperson

04 November 2022