



# MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF Cycling New Zealand

11:00am, 22<sup>nd</sup> May 2022

Virtual – Zoom

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## 1. ATTENDANCE AND APOLOGIES

### Cycling New Zealand Board Members in attendance:

- Phil Holden (Chair)
- Jenny Gibbs
- Robyn Clements
- Michelle Henderson
- Malcolm Thomas
- Melanie Short
- Ivan Aplin
- Cath Cheatley
- Carla Muller (Board Advisor)

### Member Organisation Presidents/Representatives in attendance:

- Erin Criglington (Cycling New Zealand Road and Track President)
- Warren Boggiss (BMX New Zealand President)
- Ryan Hunt (MTB New Zealand President)
- Brynn Gilbertson (Cycling New Zealand Schools President)

### Cycling New Zealand Staff in Attendance

- Monica Robbers (Interim Chief Executive)
- Kereyn Smith (Transformation Director)
- Julie Richards (Finance Manager)
- Carol Hamilton (Office Assistant)

### Other

- Chris Morrison (SNZ Scrutineer)
- Nicole McAra (Cycling Southland)
- Tony Hammerington (Cycling Southland)
- Gareth Osmond (Treasurer, MTBNZ)

- Dion Kerr (BMX New Zealand Executive Officer)
- Rushlee Buchanan (AVC 2021 Chairperson)
- Steve Stannard (new Board member)
- Tony Mitchell – (President Oceania Cycling)

**AGM Attendance:**

- Total Attendance: 24
- A quorum as required by clause 25.13 of the Constitution was met.

**Apologies:**

- Ron Cheatley (CNZRT Life Member)
- Bev and Dave May

The Chair introduced each of the Board Members and Member Organisation Presidents.

**2. CONFIRMATION OF ELIGIBILITY TO VOTE AND PROXIES**

The board noted that as per the Constitution, Clause 25.1 Eligibility to Vote: The following Members and persons are eligible to vote at a General Meeting in accordance with this Constitution:

- Member Organisations
- The Chairperson, but solely for the purposes of a casting vote (Rule 25.3)

25.2 Voting Entitlement – Member Organisations – Each Member Organisation shall be entitled to one (1) vote provided that the Member Organisation has complied with the requirements specified in the Constitution.

**3. CONFIRMATION OF 2021 AGM MINUTES**

**Proposed Resolution:** The Chair sought a motion for the adoption of the 2021 AGM Minutes.

Erin Criglington / Brynn Gilbertson **Carried**

**4. CHAIRMAN’S WELCOME & REPORT**

The Chair presented his report and reflected on the challenges of 2021, a year like no other.

The Chair thanked those involved with the Annual Report. The Chair advised he was committed in leading the organisation moving forward and noted that trust and confidence were big issues to address arising from the inquiry.

**Proposed Resolution:** It was moved that the Chair’s Report be adopted.

Warren Boggiss / Erin Criglington **Carried**

**5. ATHLETE VOICE COMMITTEE REPRESENTATIVE**

The Chief Executive introduced Rushlee Buchanan, Athlete Voice Committee (AVC) member.

Rushlee spoke of the highlight in her 2021 report and thanked the previous CEO for his support and knowledge sharing. Rushlee asked the Board and CNZ staff to have a think about what they want from the AVC. Rushlee shared her thoughts on information sharing, communication styles and engagement.

#### **6. INQUIRY UPDATE – PHIL HOLDEN**

The Chair introduced Kereyn Smith who has been appointed Transformation Director and will be working on unbundling the recommendations from the report. Kereyn will work with the team, realign resources, look at funding options, rebuild trust and confidence and make Cycling New Zealand great again.

The Chair asked the Member Organisation Presidents for their thoughts on the report findings. The Chair discussed an in-person meeting between the Board members and Member Organisation next month. Date to be confirmed.

#### **7. DRAFT FINANCIAL STATEMENTS FOR YEAR ENDING DECEMBER 2021**

Malcolm Thomas thanked the Audit & Risk Committee and Julie Richards, the Finance Manager at Cycling New Zealand.

Malcolm presented an overview of the Statements of Financial Performance and Financial Position and key elements of the Cycling New Zealand financials.

**Proposed Resolution:** That the DRAFT financial statements for the period 1 January – 31 December 2021 be adopted.

Brynn Gilbertson / Ryan Hunt **Carried**

#### **8. APPOINTMENT OF INDEPENDENT AUDITOR**

**Proposed Resolution:** That BDO be appointed as Cycling New Zealand Incorporated's auditors.

Erin Criglington / Warren Boggiss **Carried**

#### **9. APPOINTMENT OF SCRUTINEER**

Chris Morrison (Sport New Zealand) as the returning officer was appointed as the Scrutineer.

#### **10. ELECTION OF ELECTED BOARD MEMBERS**

The Chair advised the appointment process for the Appointed and Elected Board Member positions. There were three director vacancies, two Elected and one Appointed positions.

##### **Elected Positions**

Ivan Aplin will step down from the Board today.

The Member Organisations put forward nominations for Stephen Stannard and Melanie Short, with Steve fulfilling the balance of Ivan Aplin's term and Melanie eligible for a four-year term.

The Chair accepted and confirmed the Elected Board Member nominees. The Chair thanked the Member Organisation Chairs for working together to ensure the right people are in these roles.

**Proposed Resolution:** That Stephen Stannard replace Ivan Aplin.

Erin Criglington / Warren Boggiss **Carried**

**Proposed Resolution:** That Melanie Short is reappointed.

Ryan Hunt / Brynn Gilbertson **Carried**

## **11. RATIFICATION OF APPOINTED BOARD MEMBERS**

### **Appointed Positions**

Michelle Henderson

**Proposed Resolution:** That the appointment Michelle Henderson be ratified.

All ratified – all agreed **Carried**

## **12. REMITS**

No remits were received

## **13. GENERAL BUSINESS**

The Chair thanked Ivan Aplin and Carla Muller for their work on the CNZ Board.

The Chair acknowledged and thanked the previous CEO, Jacques Landry, and the Interim CEO Monica Robbers for their work.

Ivan Aplin acknowledged Janette Douglas, previous Events and Member Services Director for her seven years' work.

## **14. CLOSING**

The Chair thanked everyone for their support and attendance.

Meeting closed at 11.55am