

## AGM 6<sup>th</sup> MARCH 2021 - ADVANCE Q&A

**FROM: BRYAN BALDWIN**

Mr Baldwin extended his appreciation to all our staff for keeping us functioning and running as a club.

He submitted an objection to Item 8, Rule 31J as follows:

In relation to the points contained in the agenda and with specific reference to point 8 , rule 31 j , the Chairs of each committee should ensure that they ensure their committees are made up of a fair representation of the club membership.

I would object to this proposal and instead proposed the following:

Any member (membership category allowing ) has the right to apply for any position that becomes vacant on one of the various committees, If a position is oversubscribed , then each applicant should have their application posted on the club website with a brief one paragraph explanation of the rationale behind application. Applications for committees could also be posted on club notice boards

Historic arguments about the logistics of running "mini elections" to committees no longer hold and credibility , with the club website and the ability to set up a survey poll , this would take minimal effort to deliver to the members .

The membership should then have the right to decide who THEY want to represent them on the committee in question.

This would ensure open transparent and fair appointments go a long way to promote faith in the structure of committees and reinforce a willingness to open the ability to have a meaningful opportunity to every member to get involved and support their golf club.

I would ask that this alternative suggestion be put to the membership as an alternative to the proposal contained in the AGM agenda and the views of the members gleaned to identify which of the two options they would prefer.

### **Response:**

Could we clarify your comments on the rule changes before forwarding for review. You are saying that you object to the proposal under Rule 31 that "the Chairs of each committee should ensure that they ensure their committees are made up of a fair representation of the club membership" and that you are proposing an alternative. However I cannot find any reference to this in Rule 31. Could your comments relate to the proposed changes to Rule 35 not 31 under which there is an obligation to ensure that the membership of the Greens and Golf Committees should represent the spread of handicaps within the Club? If that is so, although the full wording of that Rule is set out in the Agenda, the only changes now proposed are for the references to the Chair of Golf to be changed to the Chair of Golf Committee, the change from Green to Greens and the reference to the Handicap Committee. There is no change to the obligation itself.

The only other references in the Rules to the selection of Committee members are Rule 32 stating that the Chair of each Committee nominates the members of the Committee and the third paragraph of Rule 31 which provides for the Secretary Manager to send notices to all members enquiring of their willingness to be considered for service on any Committees. None of those provisions are the subject of the changes presently proposed to the Rules, and as a result the

amendments you are proposing are not alternatives to the current changes but would be additional changes to the Rules.

That is not to say that your proposals cannot be dealt with at the AGM, but it would be necessary to have the wording for your proposed amendments finalised in time for them to be delivered to the Office no later than 28 days before the AGM under the first paragraph of Rule 23, rather than the 14 days for an amendment to a motion under the second paragraph. The final day therefore would be 5 February.

I appreciate that your proposals are aimed at giving members a fairer and more equal chance of serving on Committees. If it is felt that the current Rules are deficient in this respect I would mention that in the past, the problem for Committee Chairman was of trying to find members willing to serve on Committees, and that was part of the reason for the introduction of the third paragraph of Rule 31 requiring the vacancies to be advertised about 5 years ago.

If you can have a look over your objection and let me know how you wish to proceed or send your revised wording I can then forward onto Council for review as we need a specific proposal to forward this.

(No further proposal received prior to AGM)

**FROM: KEITH GREENFIELD**

Thanks for the AGM papers and 2020 accounts.

Congratulations for a remarkable feat in steering the club to the overall financial operating result in a very very difficult year. I realise that there has been a bit of robbing Peter to pay Paul, but clearly necessary in the circumstances.

My only comment relates to the outstanding Bank Loan. I can understand the reasons for taking advantage of the offer from the bank to take a payment holiday for 12 months from March 2020 to allow some financial flexibility. I note that you have set up a Repayment fund to catch up with these outstanding payments. I would strongly support catching up with such payments in due course. I also note that the intention is to recommence repayments at £137,000 pa from next year (2022) which again I strongly support, rather than continuing to pay the lower amount of £97,000 pa, as this will significantly reduce the time period to pay off the loan, which continues to be a financial millstone round the club's neck. From my approximate calculations if base rates remained unchanged for the future then the loan would be paid off in 9 years if we pay off at £137k whereas there would be a balance outstanding at £97k repayments of c.£316k at the end of year 9. If base rates increased immediately by say 2% then at £137k repayment this would only push out the loan by a year, whereas the outstanding balance would increase to £477k on the lower repayment schedule.

Apart from these sound financial reasons for reducing the loan as fast as possible, I also feel that unless we present this clearly to members again, we are effectively borrowing from the bank to fund other development funds (which was agreed by the memberships for the last few years). The premise for the level of subscriptions being at the amount they are is to produce an EBITDA of c £250k which was to meet the £137k bank loan repayment, any member loan repayments, capital requirements and a general buffer for operational cash. If we decide to make the lower repayments for longer (£41k lower - £137k - £97k) this is effectively a £50-£60 per playing member "levy" to fund the development funds and given my experience a few years ago of trying to introduce a much smaller levy for 2 years to build up a development fund which was firmly rejected by the membership, then this should be clearly communicated and agreed (?) by the membership.

I understand there are many factors to take into account, especially this year with Covid-19 uncertainties continuing but the membership agreed many years ago to the major refurbishment of the clubhouse and the course and took the loan out to fund this with an agreed repayment schedule at the time and this should be maintained as far as possible and not be extended, in my opinion, in order to fund current developments without clear agreement from the membership.

Well done again on last year and this year looks equally as difficult and I know how much work must have gone on in the background to achieve this. Many thanks from me and hopefully the rest of the membership.

I hope you take my comments as constructive.

**Response from Brian Palmer – Treasurer:**

Hi Keith

Many thanks for your comments. Yes it has been interesting.

There is currently no intention of changing the policy by which we will be returning to the full annual loan repayment as from 1.1.22.

The reduction to £97k p.a. was only ever a temporary move whilst the equipment replacement fund was built up.

We can see the benefit of the decision to get rid of the equipment leases in the flexibility we have had in dealing with the crisis, as a result of the hugely reduced gearing.

With a following wind, we will use the bank repayments fund to do exactly that, once there is some normality, assuming circumstances overall allow this safely.

Regards, Brian

**FROM: LIZ GRAYSON**

Mrs Grayson submitted a query on the wording of some rules, specifically the change to Rule 40 which she believed would have a significant impact on the junior, senior and Ladies section of the club. She asked whether we will be able to vote on the individual changes as is the usual practice when we are making changes to club rules.

**Response:**

In the past, so far as we can recall, we have only had a single motion at each meeting covering all of the proposed changes to the Rules.

If you wish to object to the changes to Rule 40 for example, you should put forward a motion to the meeting to amend the present motion by excluding the changes to Rule 40. This should comply with the procedure set out in the second paragraph of Rule 23 which provides that written notice of the motion, proposed and seconded, should be received by the Secretary Manager at least 14 days before the meeting date.

There was a meeting with the Ladies Captain and representatives from the Ladies' Section who expressed approval of the changes to Rule 40 provided that Council confirmed that (a) the working arrangement between the Golf Committee and the Ladies Competition Committee be reviewed in one year's time to ascertain whether further changes to the Rules would be required and (b) that the members of the Ladies Competition Committee would be appointed by the Ladies' Section. Council has confirmed both points.

Mrs Grayson was satisfied with the response and confirmed she would not be lodging an objection to the proposals.

**From: DAWN HODGE**

Clarification was requested on the following:

We were having a discussion about voting for the AGM on all the agenda items including the changes to the rules. I am assuming that we will receive a set of voting papers with each item and each rule change itemised. I've looked through the papers and there are lots I agree with but a couple of things that are a little more contentious.

We are members of a home owners association and that is the way they do it. All the votes are cast then you can dial in and watch the counting if you want to. They do the same for all the committee meetings - that may be a little advanced for Heswall but I'm sure it's not that difficult.

Just a thought it would be great if the council would look into the facility we have at Home Owners Association meetings in the States where anyone can log in and listen to all the meetings that are zoom meetings. Obviously you are unable to comment or participate in the meeting but it helps in understanding exactly what is being considered and how decisions are made.

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Your point regarding zoom meetings has also been passed to Council for consideration - a zoom meeting was considered in the initial stages of planning but not adopted.

**FROM: MIKE BRANNAGAN**

Thank you for the AGM Agenda and the Club Financials ahead of the planned 2021 AGM – 6<sup>th</sup> March 5.30pm.

I wonder if it is at all possible for me to add the following point for consideration at this year's AGM:

'I believe it would be right and proper that the ongoing re-election of 'Chair of Council', and 'Honorary Treasurer' should be in advance of the AGM, and it should involve the entire membership of the club, and not just the small number of members that usually attend the AGM.'

I say this due to the fact that the same small group of members tend to attend the AGM year on year, the two positions in question are extremely important to the functioning of the club, and as such all members of the club should I believe have the right to vote on their re-election with due consideration, rather than just by a show of hands at the AGM.

While I understand it could be said that all members are eligible to attend the meeting to cast their vote, needless to say that due to numbers of club members we have versus space available, this would never happen. A vote of all club members would I believe give a more substantial mandate to those holding the post, all of 'Chair of Council' are elected and re-elected in this way.

Best Regards

Mike Brannagan (CMIOSH, MIIRSM)

#### **Response from Chair of Council:**

Thank you for your two emails to Jo of 3 February which have been forwarded to me.

Your suggested motion is intended to increase the ability of Members to be involved in the election of Officers in the Club, a worthy principle. You have cited in support the fact that the shortage of space at the Club for an AGM limits the involvement to "the same group of members" who attend each year. However I cannot recall any occasion when it was impossible to fit in all those who attended [or for seats to be available for them. ?]

While it may be true that a large proportion of those present are AGM regulars it must be remembered that in the election of Council Members postal votes are also allowed. This is covered by Rule 21. The Rules are available on the Club's website. That right is normally given prominence in the Notice of the AGM. The present Rules are generally standard for organisations such as the Club.

With the intention of encouraging members to stand in elections. The third paragraph of Rule 31 also requires that, at least one month prior to the final day for nominations, which have to be received by 31 December, the Office must send out a notice to Members to enquire of their willingness to be considered for any elections at the forthcoming AGM. This enables Members to establish their willingness so that Council can take them into account in its nominations for the AGM. There is an exception to this where the Chairman or the Treasurer are subject to annual renewal during their initial three year periods of service.

The present problem is that the covid restrictions prevent us from holding an AGM in person. As a result the notice of meeting has been sent out with the request that any objections to the proposed resolutions be lodged with the Office. In the absence of any objections the resolutions will be deemed to be passed and then be proposed for ratification at the next General Meeting that can be held in person. If any objections are received, Council will then consider how to proceed with the relevant resolution.

For this year's AGM it is too late to be considering any changes to the procedure laid down in the Rules which require nominations to be made by 31 December. I would hope that the covid regulations will have been relaxed in time to hold the EGM in the Autumn and perhaps the best plan for you would be to raise this issue with Council now with a view to either Council or you proposing a resolution at the EGM which would amend the Rules in time for the AGM in 2022.

Perhaps I should mention that 2021/2 will be the final year under the Rules for Brian Palmer as Treasurer and for me as Chairman so that replacements will have to be elected next year.

One final point is that the new candidates for those two positions are to be nominated by Council under Rules 28 and 30, unlike other officers where nominations come from the Members under the first paragraph of Rule 31. That is the arrangement approved by the Members in the past. If the thinking behind your proposals was anticipating a vote for a contested election for these two offices then you would also need to include amendments to Rules 28 and 30.

I am sorry that this is so long-winded but I hope it helps.

Peter Rogers

Chair of Council