

**Commonwealth Games Scotland
Special General Meeting
MINUTES**



Date: 27 March 2023
Time: 17:00-17.30
Location: Teams Virtual Conference

Attending:

Paul Bush	Chair
Michael Cavanagh	Past Chair also representing Bowls Scotland
Jennifer Barsby	Director: Equality
David Bond	Director: Wellbeing
Susie Crawford	Director: Marketing
Jon Doig	Director: Company Secretary
Susan Jackson	Director: Finance
Nigel Holl	Director
Colin Gregor	Director: Athlete Representative also representing Basketball Scotland

Present:

Adrienne Sunderland	Corporate Services Manager
Danny Cockroft	Programme Administrator

Organisation:

Delegate Name

(voting delegate in **bold**):

Scottish Athletics	David Ovens
Badminton Scotland	Keith Russell
Boxing Scotland	Marianne Crichton
Cricket Scotland	Lucy Preston
Scottish Cycling	Nick Rennie
Scottish Disability Sport	Gavin Macleod
Scottish Gymnastics	Brian Ewing
Scottish Hockey	Barry Cawte
Judo Scotland	Rick Kenney
Scottish Rowing	Dot Roberts
Scottish Swimming	Euan Lowe
Table Tennis Scotland	Richard Yule
Scottish Target Shooting	Oliver Barsby
Scottish Target Shooting	Kenneth Silver
Tennis Scotland	Denise Irvine
Triathlon Scotland	Fiona Lothian
Scottish Volleyball	Margaret Ann Fleming
Weightlifting Scotland	Richard Tawse
Scottish Wrestling	Vasile Jornea

Observer:

Harper Macleod Tom Thomas

Apologies:

Canoe Scotland	Fred Nelson
Scottish Rugby	Graham Ireland
Scottish Archery	Lyndsay Noon
Scottish Archery	Alan Martin
Scottish Squash	Maggie Still
Scottish Fencing	Clare Queen
CGS Director	Bruce Cook
CGS Vice Chair	Maureen Campbell
Hon Legal Adviser	Carolyn Morgan
Hon Medical Adviser	Niall Elliott

1 Welcome

CGS Chair, Paul Bush (PB), gave a warm welcome to all members joining us for the Special General Meeting, and outlined the purpose and process leading to the meeting.

Representatives of 22 sports were in attendance. Apologies were noted.

2 Proposed Changes

Papers detailing the proposed changes had been issued. An outline of the key proposed changes was given by the Chair, CEO and Chair of the Governance Group Michael Cavanagh – these being, reduction in Board size to 10, balance split between Directors elected by members and those appointed by the Board, and the Chair position appointed following an open recruitment and interview process, rather than elected.

The Company Secretary position removed from the Board and term limits for Directors reinforced, with a transition from the current Board for one term.

These changes required renumbering of Articles and the language to reflect positions being gender neutral updated. The Winding Up clause has been removed as this was covered earlier in the Articles under Dissolution. A wording clarification to Article 43 as had been circulated was given.

These changes have been recommended by the CGS Governance Review Group, chaired by Michael Cavanagh with Paul Bush, Nigel Holl and Jon Doig, and we have also had input from Tom Thomas of Harper MacLeod, who is acting as an independent observer tonight.

Questions were invited from the floor which were answered by the CEO and Chair of the Governance Review Group.

Weightlifting Scotland asked if CGS recommended that member governing bodies undertook to do a similar review of their Articles and Jon Doig outlined this is up to each governing body but is an area that sportscotland encourages as good practice. Scottish Hockey queried the rationale for the Company Secretary/CEO coming off the Board and it was explained this was a call for Boards to make but as CEO attends the Board anyway, it was a way of reducing the number of Directors. If this post remained on the Board, it would be the only Director post not time limited.

3 Special Resolution

The proposed special resolution was outlined
That the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

4 Indicative Voting Process

Members had been sent a voting form and an Indicative vote of Members was requested to vote on the resolution above. 75% of members would be required to vote in favour for the resolution to pass.

The indicative Voting was held with all members present in favour.

5 Formal Voting Process

With the membership indicating they wished to proceed on this basis it was confirmed that on conclusion of the meeting the written resolution along with the updated Articles will be formally circulated to delegates for approval, or otherwise, with a request to respond by return.

6 Next Steps

It was outlined that following receipt of the returned written Resolutions, if they showed showing 75% of membership in favour, the position of Chair would be immediately be advertised. Details of this, along with the Ordinary Director nomination process will be circulated to members.

Interviews for the Chair will be held on 2/3 May 2023 and recommendation for appointment will be approved at the May meeting of CGS Board and would be presented to the AGM.

Ordinary Directors will be voted onto the Board by member sports at the AGM on 23 May.

9 Close

The Chair thanked members for their attendance and support. He also thanked Michael Cavanagh and other members of the Governance Review Group for their input.

PB also reminded members of the CGS AGM to be held on 23 May and closed the meeting.