

Minutes of the Annual General Meeting of Tennis Ireland CLG held at the Crowne Plaza Hotel, Belfast on Saturday 21st October 2023 at 10.00am and via Zoom.

1.0 Attendance and Apologies

In attendance at The Crowne Plaza Hotel, Belfast

Paul O'Connor (Chairman of the Board of Directors, Tennis Ireland), Kevin Quinn (Chief Executive, Tennis Ireland), Rosamund Thompson (Company Secretary, Tennis Ireland), David Spillane (Board Member), Aine Dunne (Director, Tennis Ireland), Greg O'Rawe (Windsor), George Stevenson (Bangor), Letty Lucas (Downshire), Stephen Garvin (Ulster Tennis Development Manager), Kathryn Connor (Hilden), Ruth Gilmartin (Belfast Boat Club), William Noteman (Chairman, Tennis Ireland Ulster Branch), Clifford Carroll (Ballinlough), Lisa Murphy (Operations Administrator, Tennis Ireland), Grainne O'Neill (Women in Tennis Coordinator, Tennis Ireland).

In attendance via Zoom:

Aileen Rogan (Operations Manager, Tennis Ireland), Killian McCarthy (Lower Aghada), Valerie Noonan (Sunday's Well), Greg Lawless (Fitzwilliam and Director, Tennis Ireland), Jim Rafferty (Fitzwilliam and Director, Tennis Ireland), Caroline Murphy (Westwood and Director, Tennis Ireland), Jerry Sheehan (Director, Tennis Ireland), Alison Holland (Administrator, Tennis Ireland), Rosa Stephens (Tennis Ireland Competitions Executive), Karen Higgins (Council Member, Tennis Ireland Munster Branch), Breege Timoney (Charleville), Billy Flynn (Lower Aghada), Alberto Guerra (Mount Pleasant), Wendy Cree (Ulster Branch), Roger Geraghty (Tennis Ireland Development Manager), Gareth Hixson (Tennis Ireland NTC), Denise Cooney (Monkstown), Tina Meehan (Wicklow), Simon Sparrow (Naas), Patrick Lloyd (and Director, Tennis Ireland), Ron O'Mahoney (Sunday's Well), John Ryan (Tennis Ireland President), Michael Flanigan (Newcastle), Gerry Smyth (President, Tennis Ireland Connacht Branch), Erica Maughan (Mount Pleasant), Ben Kiely (Douglas), Oliver Petersen (Portadown), Ber Ryan (Thurles), Michael Byrne (Clontarf), Triona Buckley (Douglas), Mary Goodman (Charleville and Director, Tennis Ireland), Marguerite Cremin Chung (Carrickmines).

Apologies

Mullingar Tennis Club.

Opening the Meeting/Proxies/Poll

The Chairman (Paul O'Connor) declared the meeting formally opened.

There was a minute's silence for deceased members who had passed away during the year.

The Company Secretary confirmed that 23 proxies were received in advance of the meeting, all of which were valid. There were 14 valid voting members on Zoom and no valid voting members in the room.

Quorum

The Company Secretary confirmed that the quorum of members, namely a minimum of 15 members or proxies, was present.

The Chairman informed the meeting that all the resolutions to be proposed at the meeting would be determined by way of a poll and the results of each resolution would be announced following

the conclusion of the voting on all resolutions.

A test poll was taken for those on Zoom to confirm operation of the polling and this was successful.

Notice of Meeting

The Notice of the meeting, with the consent of all members, was taken as read.

Minutes of the Annual General Meeting held on 17th December 2022

The minutes of the last Annual General Meeting on 17th December 2022 have been available on the TI website since the date of posting the Notice of the AGM and have been approved by the Board.

Address by Paul O'Connor

Paul O'Connor, Chairman and recently Portfolio Director responsible for Finance, addressed the AGM. Mr. O'Connor thanked the staff at Head office and Branches and volunteers for their continued efforts and highlighted the following for the 2022 financial year: -

- Performance had been positively impacted by the return to full activities after the Covid pandemic.
- Consolidated Income increased by 22%, Board regarded as a satisfactory outturn for the year
- Consolidated Expenditure increased by 23%, matching the increased activity.
- Overall a net surplus of €24,500 was delivered.
- Consolidated Net Cash Position at year-end of €2.5 million was artificially boosted by Sports Energy Sports Scheme grants received before the end of the year and distributed to clubs in 2023 of €722,000 and Sport For All Disability Grants of €181,000 and deferred grants and income relating to other activities which happened in 2023.
- The consolidated Net Asset Position of €986,000 better reflects the balance sheet position which is satisfactory.
- On the detail behind the income, there was a 21% increase in Player Capitation Fees €747,000 picking up the increases in membership after Covid, which was deferred last year in case there was a temporary membership “bounce”.
- Permit Fee increases reflected the fact that 2021 fees reduced by permits rolled to 2021 from cancelled 2020 tournaments.
- 70% increase in other tournament income as further tournaments returned during the year.

- Increase in overall Sponsorship of 229%, mainly due to ITF contributions to participation at the Davis Cup and Billie Jean King Cup.
- 7% decrease in Sport Ireland grant funding, mainly due to timing of expenditure. Core grant was up slightly, as was funding for Women in Sport and Enjoy Tennis which gets recognised as the programmes are rolled out.
- Income Sources were highlighted:
 - 30% Sport Ireland grant
 - 2% Sport NI grant
 - 29% PCFs and CAFs
 - Coaching incoming 12%
 - Other 37% spread across various activities
- Capitation fees by Province were noted:
 - 66% Leinster, 23% Munster, 2% Connacht, 9% Ulster
- On performance activity there was a return to more normal activity. Costs have increased due to more coaching squads and court hire, plus costs for Davis Cup and Billie Jean King Cup ties. There was €350,000 income from performance squads
- Increase in development costs due to increased activity, for example the Red Ball coaching initiative, safeguarding programmes.
- Match costs increased due to the return of tournaments run by TI, e.g. National Indoors Championships
- The 10% decrease in overall staff costs, primarily due to timing of joiners and leavers across departments and branches during the year.
- Legal & Professional Fees increased due to additional non-recurring costs, including Board Effectiveness Review (part 2), Corporate Governance matters and CEO recruitment process. These were mainly covered by one-off grants.
- The increase in Tournament Software costs due to general inflation and licence costs for a key application for running our competitions.
- Looking ahead, the PCF/CAF process for 2023 has started, collections slightly ahead of budget
- Sport Ireland core grant marginally up on last year, performance development grant and Sport NI grants in line with previous year. €361,000 of the SESS was distributed to clubs and there may be a surplus which may allow clubs to benefit from other initiatives around energy saving.
- Participation in events such as Davis Cup, BJK Cup, Four Nations back to normal. In the Davis Cup we have a home match in February, a World Cup 1 playoff.

Due to technical issues with the Zoom part of the meeting, the slides had not been visible during this part of the presentation. Naas Tennis Club (Simon Sparrow) asked would the slides be shared after the meeting, Mr O'Connor replied that they would and that they would also be shared via the TI website.

Ballinlough Tennis Club (via Clifford Carroll) asked as to how much of the 22% increase in income had gone to grass roots tennis and in response, Mr O'Connor confirmed that a significant element of revenue is invested in grass roots via development schemes such as Parks Tennis, Schools Tennis and Access Tennis. Mr. Carroll indicated he believed that the Grass Roots committee had not met once last year and queried how income could be distributed for it. Mr O'Connor said that the grassroots activities were being driven by the CEO and the management team and that a refresh of board committees was underway.

Mr. Carroll also asked about the Sport Ireland core grant in relation to other sporting organisations, Mr O'Connor replied that the Tennis Ireland core grant had increased this year and there had also been around €100,000 in additional one-off grants received by TI.

Mr. Carroll also asked about grants received to cover various items including legal fees. Mr O'Connor replied that those were around €30,000 for the recruitment of the new CEO and approximately €15,000 for governance work. Mr. Carroll asked for the Board's position on legal fees and staff/HR payouts which were running at €1,500 per week over the last three years. Mr O'Connor said that legal support covered a number of areas including a number of complaints received by the Company relating to clubs and branches which had to be dealt with, contributing to the legal costs. He stated that there is a body of work being undertaken to split matters between disciplinary issues and complaints, put in place a more streamlined disciplinary process, and potentially reduce costs.

No further questions were received relating to the financial report.

To receive and consider the accounts for the Company for the year ended 31 December 2022 together with the reports of the Directors and the Auditors thereon and a review of the affairs of the Company.

The resolution to receive and consider the accounts for the Company for the year ended 31 December 2022 together with the reports of the Directors and the Auditors thereon was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

To authorise the Directors to determine the remuneration of the Auditors.

Mr O'Connor clarified that TI had recently appointed new auditors, ND Audit & Advisory headed by Noel Delaney, who had been with Grant Thornton when they were previously TI's auditors.

The resolution to authorise the Directors to determine the remuneration of the Auditors was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 100% votes for and 0 votes against.

Prior to further resolutions, Mr O'Connor thanked all of those who outgoing directors who had left the Board in the last year for their support and hard work, in particular the outgoing Chairman David O'Beirne and John Ryan who had left the Board to take up the Tennis Ireland President position.

At this point Ballinlough Tennis Club (Clifford Carroll) asked to address the meeting again, prior to votes being taken on the further resolutions. Mr O'Connor agreed that Mr. Carroll could talk briefly:

Mr. Carroll asked for clarification on his own position on the Board, having been suspended

two years ago. Mr O'Connor replied that the revised Articles of Association, which had been approved at the EGM in June, reduced the number of representative directors from Munster from two to one (making a total of 5 representative directors from the provinces), and that for branches moving from 2 directors to 1, the longest-serving director would drop off the board. Mr. Carroll stated that he did not remember that being part of the changed Articles.

He further stated that he and two other directors had been suspended from the Board and had been waiting two years for an appeal to take place, and that Tennis Ireland had withdrawn from the appeals process only very shortly before this AGM was due to take place. Mr O'Connor replied that Tennis Ireland had withdrawn from the appeals process because the ex-directors involved did not agree to the terms of the appeals process. Mr. Carroll replied that he did not agree with this representation of the situation.

Mr. Carroll asked again about who was on the Grass Roots committee, it was stated that Liam O'Donoghue was chairing the committee, and had had discussions with committee members verbally but not via formal meetings. Mr O'Connor stated that the Board was engaged in a refresh of committees going forward on foot of the new strategy. Mr. Carroll finished by saying that he and the other two suspended directors looked forward to being exonerated and would continue their fight for justice.

The Company Secretary stated that, in relation to the question of which person should be the Munster branch representative on the Board, Munster Branch had nominated Aine Dunne as their representative, as stated in the resolution put forward to the AGM.

Appointment of Áine Dunne as a Director.

The resolution to appoint Áine Dunne as a director of the Company, having been nominated as a Representative Director by the Munster Branch in accordance with Article 26.3 of the Articles of Association of the Company was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

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Appointment of Mary Goodman as a Director.

The resolution to appoint Mary Goodman as a director of the Company, having been nominated as a Representative Director by the Leinster Branch in accordance with Article 26.3 of the Articles of Association of the Company was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

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Appointment of Jim Rafferty as a Director.

The resolution to appoint Jim Rafferty as a director of the Company, having been nominated as a Representative Director by the Connacht Branch in accordance with Article 26.3 of the Articles of Association of the Company was proposed by Rosamund Thompson

(Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

Appointment of Greg Lawless as a Director.

(This director role was for the Finance portfolio).

The resolution to appoint Greg Lawless as a director of the Company in accordance with Article 26.4 of the Articles of Association of the Company was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

Appointment of Patrick Lloyd as a Director.

(This director role was for the Legal and Safeguarding portfolio).

The resolution to appoint Patrick Lloyd as a director of the Company in accordance with Article 26.4 of the Articles of Association of the Company was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

Appointment of Caroline Murphy as a Director.

(This director role was for the Communications portfolio).

The resolution to appoint Caroline Murphy as a director of the Company in accordance with Article 26.4 of the Articles of Association of the Company was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

Appointment of Jerry Sheehan as a Director.

(This director role was for the Performance portfolio).

The resolution to appoint Jerry Sheehan as a director of the Company in accordance with Article 26.4 of the Articles of Association of the Company was proposed by Rosamund Thompson (Company Secretary) and seconded by Greg O'Rawe (Windsor). The resolution was put to the meeting. It was subsequently announced, following the determination of the poll, that the resolution was passed with 29 votes for and 0 votes against.

The Chairman advised that the formal business of the AGM was now concluded.