

DOCUMENT A: DRAFT MINUTES of AGM & MATTERS ARISING

1. Draft Minutes of AGM 2023 held at 4.30pm on Sunday, 3 December 2023, in Grand Hotel, Malahide and online via Zoom.

The meeting format was that of a hybrid meeting.

The President opened the meeting, noting that there was a quorum, and welcoming all present.

- He called for a moment of silence which was then observed in remembrance of members who passed away in the previous 12 months.
- He sought authorization for the attendance of John Kelly (General Manager (GM)) throughout, attendance by the registration team of Michelle O'Neill and Gary Carty and sound and vision team Stephen Doyle, Vision Media, and Niall Bourke CSS Audio.
- Standing orders apply

With no objections expressed, in the absence of the Honorary Secretary Joe Quinn, the President called upon Council member Liam Ryan to formally open the meeting. The President asked whether the agenda as circulated was acceptable. This was agreed.

1. **Draft Minutes of the Annual General Meeting 2022.** It was noted that the draft minutes had been circulated to members in February and on 19 November 2023 information packs were also circulated to members.

No queries were raised by members. The minutes were duly adopted.

2. Matters Arising

No matters arising.

3. Annual Report of Council.

The meeting agreed to the report being taken as read.

4. Annual Financial Statements of the Club.

The Honorary Treasurer addressed the meeting, listed 2023 accounts with financial highlights.

Green Fee Income €1,453,752
Subscription Income €791,311
Entrance Fee Income €184,083
Total income €2,295,444
Total Expenditure €1,792,698
Surplus for the year €784,497
Total Cash in Hand €2,336,001

Entrance Fees Outstanding €154,555

Outstanding Bank Loans - €903,674 which are due to be repaid in 5 years' time.

5. Proposed Budget 2024.

Before putting the Budget 2024 to a vote, the President asked the floor for any questions regarding the accounts or budget.

Budget was approved.

6. Capex Budget Motions.

The Honorary Treasurer displayed the 10-Year machinery plan developed by the links superintendent, general manager, and Honorary Treasurer.

Motion 1: That the Club spend up to €250,000 on course equipment during 2024 with each individual item approved by the Council before the item is purchased.

Council 2024 will decide how best to fund these equipment purchases either via leasing or from own funds.

Motion passed.

Motion 2: That the Council establish a sub-committee to complete the planning and installation of a fully enclosed Indoor Golf Simulator up to a cost of €100,000.

Plans to include the purchase, installation and fit out of a portable cabin and a premium golf simulator.

Alan Grant who headed the project gave a brief presentation on the Indoor Golf Simulator. The facility should be located as close to the clubhouse as possible.

Motion was passed.

Motion 3: That the Club spend €200,000 on the winter program during 2023/2024.

The Greens committee which includes the General Manager and Links Superintendent have developed a comprehensive 3-year winter program which build on the work done annually and will result in significant improvements to the Links. Several members mentioned rabbit damage to the left of the 13th hole and questioned as to why this wasn't on the winter program. The GM replied by saying this area is and will continue to be monitored and improved.

George Smillie highlighted the need for a turf nursery. The GM replied saying that an area of the course is being examined and a nursery will be constructed.

Motion was passed.

The President thanked Andrew Nolan for his work as Honorary Treasurer.

7. Election of Club auditors.

The Honorary Treasurer recommended that Chartered Accountants and registered Auditing firm Mc Inerney Saunders are reappointed for 2024.

Motion was passed.

8. Election of Trustee.

There were two nominations for one position.

Cormac Crawford: Proposed by Daniel Rawluk - Seconded by Seamus O'Neill

Seamus Keenan: Proposed by Joseph Culley - Seconded by Sinead Duffy

Seamus Keenan was elected as Trustee.

9. Election of Officers

Position	Nomination	Proposed by	Seconded by
President	Humphrey Kelleher	Eugene Reilly	Helene Brady
Hon Secretary	John Grant Jnr	Kevin O'Rourke	Louis Harkin
Hon Treasurer	Larry Brady	Andrew Nolan	Donal Boyle

The President deemed Humphrey Kelleher, John Grant Jnr., and Larry Brady elected as there were no other candidates and that they were proposed and seconded in accordance with the Club Rules.

Mary Cunneen said that the election was out of order as Rule 7.2 states that positions must be elected whether one or more people were nominated.

The President stated that a motion was put forward to the 2015 AGM that would support that view, however, that motion was comprehensively defeated.

The President stated that all members had the opportunity to put themselves forward for office and as there was only one nomination received for each position the candidates were elected.

Eddie McDonnell questioned the validity of the election also. He said that members should be given an opportunity to vote on this matter.

The President reiterated that the candidates had been deemed elected in accordance with Club rules and that it was time to move on.

David Evans complimented Andrew Nolan on a superb job done as Honorary Treasurer during his 3-year term.

10. Election of Councillors.

Voting took place by ballot.

The following members were elected.

Alan Grant

Azmina Desmond

Eoin Kelly

John Quinn

Mary Ryan

Stella Geraghty

11. Notice of Motions

Motion 1

Clubhouse soft refurbishment

The Council seeks approval to spend up to €650,000 of the Club's funds on a soft refurbishment to the main areas of the Clubhouse including essential upgrade of mechanical and electrical works to ensure compliance with current regulations.

Proposed by Council 2023

The President said all the details were presented at the members information evening on 1st November 2023.

Jim Duggan spoke in opposition to the motion and stated that it would be a waste of €500k.

The President stated essential maintenance was included in the budget for the refurbishment.

George Hurley said he was a member of the development committee but that he couldn't support the motion. He also questioned the capacity of the new distribution board and called for the motion to be withdrawn and another information meeting held where all information should be presented.

Tony Bell expressed dissatisfaction with the Gents shower facilities.

Beverly Killen said the Council should address sustainability. The GM stated that solar has been looked at but not as part of the soft refurbishment plan.

Mary Cunneen stated that the carpets in the Club need replacing and asked if there were there any plan for a trolley store and electric charging points in the car park. The GM said charging points will be looked at a later date but there were no plans to build a golf trolley storage unit but a budget of €75,000 was included in the plan for carpet.

Motion was defeated.

Motion 2

The Island Lodge

The Council seeks approval to spend up to €170,000 of the Club's funds on renovations to Caverstone Lodge to convert the property to a 5-star standard golf lodge. The works undertaken will be to provide 4 twin / double bedrooms with ensuite and a full soft refurbishment.

Proposed by Council 2023

Following a short discussion

Motion was passed.

Motion 3

Maintenance Facilities

The Council seeks approval to spend €180,000 of the Club's funds on improvements to the maintenance building to include an additional staff canteen and facilities.

Proposed by Council 2023

The GM displayed pictures of the current shed facilities.

Donal Boyle asked could a trolley store be incorporated into the plan.

Motion was passed.

Motion 4

Short game practice area

The Council seeks approval to spend €350,000 of the Club's funds on development and improvements to the practice facilities. The improvements will include construction of a short game facility at the shed end of the practice area. The spend is subject to permission being granted from local authorities.

Proposed by Council 2023

George Smillie stated the late delivery of the information was disrespectful to members. A large part of the cost was earth moving and he queried as to why this being done. He added that the construction of mounds has proved difficult for the Club in the past and that a lot of material will be removed from an area between 10, 11 and 18.

Brendan O'Farrell said the nature of the proposed work involved seemed excessive for building a practice chipping green.

Gerry Hanratty questioned the total costs of €339,000 and asked if that included professional fees. He also asked if other contractors had quoted for the proposed works. The GM stated that a design fee was included in the amount, but that DAR was the only contractor asked to submit a quote.

Gertie McMullen said the club badly needs a short game area.

George Smillie asked that if the works proceed, then no staff member of The Island should work with the contractor on the project and that it be completed in it's entirety by the contractor's own staff.

Motion was passed.

Motion 5 Development Committee

In view of the range of capital projects likely to be required, Council is recommending certain changes to the Rules as set out below. These changes will allow the appointment of more than one Development Committee, each of which will operate under terms given to it by Council. The proposed new rules would read as follows:

6.6 THE DEVELOPMENT COMMITTEE

6.6.1 Where the Council considers that a potential capital project warrants specific expertise to assist in its assessment and implementation the matter may be referred to a Development Committee appointed and assigned with terms of reference by Council.

Such a Committee shall consist of between three and seven members, at least one of whom shall be a member of Council and all of which shall be members of the Club for not less than three years.

The Chairperson of such a Development Committee shall be nominated annually by the Council. There may be more than one Development Committee in place at any time each with its own Chair.

6.6.2 A Development Committee, once appointed, shall remain in being until such time as It has addressed and delivered on the tasks referred to it or until the Council decides that it is no longer required.

6.6.3 A Development Committee shall only address potential projects referred to it by the Council.

6.6.4 The functions of a Development Committee

6.6.4.1 To examine any potential project/s referred to it in liaison with the other relevant Committees of the Club.

6.6.4.2 To make proposals to Council in relation to its assigned project/s and to accompany such proposals with all relevant information and costings.

6.6.4.3 To monitor the implementation of duly approved development proposals assigned to it, and to ensure adherence to budgets in accordance with any regulations set out In this matter.

6.6.4.4 To report at least bimonthly to Council and to have regular and frequent meetings with the Honorary Treasurer

Proposed by Council

Liam Ryan said the council could form a project-based development committee which would stay in place for the duration of the project itself.

The President stated that as this was a rule change it needed a two third majority and asked for a vote on the motion.

The Rule change was passed with the required 2/3rd majority.

Motion 6

New lady member offer

It is acknowledged and recognised by The Island Golf Club that the Ladies Club is on a serious downward trajectory due to its declining membership, The Island Golf Club, affiliated to Golf Ireland, has committed to, and signed up to the Women in Golf Charter. To assist in urgently addressing this membership crisis and to demonstrate The Island Golf Club's commitment to The Women in Golf Charter, the Ladies Club proposes that The Island Golf Club admits up to 10 new Lady Members during the period January 2024 to December 2025 at a discount of 50% on the applicable entrance fee.

Proposed: Sinead Duffy

Secunder: Noelle Hurley

Sinead Duffy (SD) spoke on the motion and thanked council for the opportunity and stated that this was not in breach of rule 7.3.3 because it was a time limited concession. Lady Captain Noelle Hurley also spoke in favour of the motion.

Paula Denvir said that for every three new lady members the club has lost five lady members, and that the proposal was to assist the Get into Golf participants to join the club.

Ann Short explained the success of the Get into Golf program with thirty-three members and said that the ladies' section was having difficulty fielding teams due to the lack of lady members.

The President said that despite the points made, that the motion conflicts with three different Club rules and that the Club's legal advisors had confirmed this in writing.

SD replied that the President referred the motion to the Rules and Governance committees who said no rule has been breached.

John Quinn spoke in favour of the need to support the ladies club but raised concerns about the potential for constitutional debate if the motion was passed. He was in favour of supporting the other recommendation to council and that the Club would be better to have a clearly thought out plan for members to consider rather than have any arguments re the rules.

Niall Wallace as chair of the government and rules committee said that having considered the motion in advance of the AGM, their advice was that the Club rules are not legal documents and he referenced sections of the rules that allow for consideration of the intent behind a written rule be considered. On that basis he asked the meeting to approve a temporary waiver of rule 3.7.4 until the 10 new lady members are appointed under the discount scheme.

SD said she had spoken with senior council and was advised that this is not breaking a rule but a concession.

Brendan Murray asked whether there was a clear strategy in place to attract younger lady golfers as he said this was the only way for sustainability for the Ladies Club.

Nessa Mulcahy agreed that there should be a strategic approach and she called on members to vote for the proposal saying that to vote against this proposal would be a vote against the Ladies Club.

Dave McSwiggan welcomed the addition of more Ladies to the Club but expressed concerns that those new lady members, who would receive a 50% discount in the entry fee, could then apply to introduce their spouses as members and under the rules they would also be entitled to a 50% discount off the entrance fee. He said this was unfair to those members in the past who paid significant entry fees.

SD in response to said that they aren't looking for option of female members recruited at discount to be allowed to bring in their male spouses or partners using the spouse discount and they would be prepared to propose an amendment to the motion to reflect this. She then went on to say that that certainly wasn't the intention of the motion as proposed.

Daire Venables said that this was the latest in a list of initiatives targeting new lady members which were seen by many as discriminatory. He stated that it was not right that some could walk into the club for a heavily discounted or free entrance fee. He added that the Island is a top rated Links with great facilities that had been the subject of significant investment. He referenced previous discounted or free membership schemes which he said clearly had not worked.

The President called for a vote.

The Motion was passed.

Motion 7

Quorum for a committee meeting – Ladies Club

With reference to Rule 9.6.4 it is proposed that the quorum for a Committee meeting shall be reduced from six to five in line with the men's club rules so that the new rule shall read as follows: "The Committee shall meet at least once every two months. Meetings shall be chaired by the Captain or, in her absence, by any Officer of the Ladies' Club present. The quorum for a meeting shall be five and the Chairman, in the case of a tied decision, shall have a casting vote.

Proposer: Sinead Duffy

Secunder: Noelle Hurley

There were no questions from the floor.

The rule change was passed with the required 2/3rd majority.

Motion 8

Appoint a sub-committee to investigate women membership

In view of the declining trajectory of women membership of The Island Golf Club, the incoming Council are asked to appoint a sub-committee to investigate potential remedial measures as a matter of urgency and for Council to report back to members with its decisions and recommendations no later than 30th April 2024.

Proposer: Stella Geraghty

Secunder: Niall Wallace

Stella Geraghty and Niall Wallace gave a brief explanation of the motion. There were no comments from the floor.

Motion was passed.

Motion 9
Increase number of buggies

That the Island Golf Club increase the number of buggies available to members to hire to 12 as soon as possible. That on competition days (Wednesday, Thursday, Saturday, and Sunday) that members be given priority on the allocation of buggies.

Proposer: Donal O'Meara
Secunder: Fred Plunkett

Donal O'Meara and Fred Plunkett spoke in favour of the motion. The GM explained a new buggy policy for 2024.

Motion was passed.

Motion 10
Review the policy on buggy hire

That this AGM would require the incoming Council to review the policy on buggy hire by members with a view to eliminating or reducing any charges to members.

Proposer: John Quinn
Secunder: Mark Averill

John Quinn spoke in favour of the motion and said that members who require the use of a buggy to play golf due to sickness are asked to pay €500 more to play golf than members who do not need to use buggies and that to charge members to rent buggies was very unfair.

Denis Gaffney spoke against the motion stating that it was more than reasonable to charge just €10 per buggy. He pointed out if two members shared a buggy it was just €5 each. He suggested that if the fee was eliminated or reduced further, that it would inevitably lead to more members renting buggies and a shortage for those who really needed them.

Neil O'Hara said that considering the significant costs associated with investing in new buggies in 2024 he felt that the current charges were already very low and that most members who rent buggies were also in receipt of heavily discounted subscriptions. He said that Council should investigate what other Clubs are charging their members for buggy rental.

JQ said that the incoming council can put processes in place to help prevent increased numbers of members renting buggies and he did not want his motion to increase use that was not needed.

Motion was passed.

12. Any Other Business.

The President thanked the outgoing council and wished the incoming council all the best for the year ahead.

The meeting concluded at 7.40pm