

MINUTES OF THE ADJOURNED 2019 TOM NPC ANNUAL GENERAL MEETING

HELD ON THURSDAY 14 NOVEMBER 2019 AT 18:00

AT GARDEN COURT, NELSON MANDELA BOULEVARD, CAPE TOWN.

1. WELCOME AND OPENING

- 1.1. TOM NPC Board Chairperson, Rodney Maharage opened the Adjourned 2019 TOM NPC AGM and welcomed all present.
- 1.2. Race Director, Debra Barnes confirmed that all Protocols for the 2019 TOM NPC AGM had been followed.

1.3. Attendance

Grant McPherson	David Jenkins	Franklin Smith
Richard Holmes	Eugene Marais	Walter Jaftha
Tim Cubitt	Trish Gilmour	Helen Du Plessis
Carol Sowray	Leon Van Der Merwe	Robert Buck
Ian Bocock	Esme September	Les Oliphant
Anne Williams	Abdul-Muizh Lewin	Ken Andrew
Peter Pohlmann	Anthony Abrahamson	Francois Gouws
Brian Grover	Max Brock	Robert Kent
Elza Olivier	Felix Gnadinger	Joubert Hofmeyr
Phyllis Tooley	Bill Tooley	Ridwaan Khandney
Phillip Cleophas	Nasrulla Enus	Cheryl Petersen
Denise Johannes	Allan Ryninks	Kanu Sukha
Richard Majewski	John Brimble	Allen Barnes
Stefanie Schultzen	Sandy Mattieson	Sue Ulliyett
Cindy Low	Gordon Laing	Sonia Smith
Lionel Klaassen	Ruth Cameron	James Evans
Beryl Maharage	Mr Mgoro	Lionel Samuels
Greta Brock		

Directors

Mr. Rodney Maharage (Chair)	Dr. David Maralack
Mr. Timothy Jobson	Mr. Francois Gouws
Mr. Safwaan Lewis	Mr. William Swartbooi
Mr. Harold Berman	Ms. Kathleen Mc Quaide
Mr. Chris Goldschmidt	Mr. Kevin Harlock
Ms. Thozama Koli	

Office

Ms Debra Barnes (Race Director)
Ms Sharon Meyer
Ms Zohra Abrahams
Ms Grace Pambana
Ms Lindy-Joy Dennis
Ms Patiswa Gqetywa
Ms Michelle Middlekoop
Ms Karen Heeger
Mr Grant Bolters
Mr Erfaan George (Enhanced)
Mr Ralph Letcher (Auditor –
Advantage Accountants)

Apologies Received:

Annemarie Sainsbury
Lester Cameron

2. MINUTES OF 2018 AGM

- 2.1. No amendments to the Minutes of the TOM NPC 2018 AGM.
- 2.2. James Evans requested an additional item be added to the Agenda; the Ballot, adding that it was raised at the last AGM
- 2.3. Amendments to be made to the AGM Agenda

3. MATTERS ARISING FROM THE MINUTES:

- 3.1. Ian Bocock Team Results and Prizes which are awarded
- 3.2. Ships Log to be updated to the website

Tim Jobson updated the meeting on the updates to the TOM website

4. ACCEPTANCE OF THE MINUTES

- 4.1. Accepted by James Evans, seconded by Allen Barnes

5. VIDEO PRESENTATION: EXCERPT FROM TOM 50TH ANNIVERSARY FILM: RUN AS ONE

6. TOM NPC 2019 BOARD REPORT

The TOM Chairman, Rodney Maharage presented the TOM NPC Board Report on behalf of the TOM NPC Board.

7. MATTERS ARISING FROM THE BOARD REPORT

- 7.1. Paul Murphy
 - 7.1.1. Webtickets – payment gateway, assisted with the Customer Queries.

7.2. James Evans

7.2.1. SABC Broadcast

JE noted that the TOM NPC 2019 Board Report presented an unfair perception of SABC's role in the lack of broadcast, as it is up to ASA to negotiate with SABC.

RM confirmed that TOM had been in direct talks with SABC, following ASA's failure to reach an agreement with the broadcaster.

JE requested that the AGM2018 minutes be amended to reflect this correctly; RM confirmed that since before TOM2019, TOM has been corresponding with WPA on this issue, with no feedback received. The big 4 marathons have since requested a meeting with ASA to discuss the way forward.

7.2.2. IAU Status

JE commented that Gerda Steyn would have missed out on the record due to TOM's IAU status. TOM to confirm IAU status for TOM2019.

7.2.3. Sponsors

JE requested clarity on TOM's strategy on securing new sponsors. RM provided an update on Old Mutual who had advised TOM in 2018 that they would be moving in a different direction, but had retained their investment (reduced to 40%) for the 50th Anniversary of TOM (2019). RM reported that Broadcast, and the lack thereof in 2019, was the key issue which sponsors wanted clarity on, before committing to investing in TOM2020 and beyond.

RM confirmed that the Two Oceans Marathon rebranding has to take place, as the event was no longer OMTOM; and that in line with the TOM strategy, and new Business Plan the race will go ahead, with or without a headline sponsor.

7.3. Allen Barnes

- 7.3.1. Raised the issue of governance and requested clarity on the role of the TOM NPC

Board. He noted that given the challenges faced this year, perceptions and confusion have been created about the role of the Board and the role of the staff. The allegations appear to highlight one of the problems the office faces, in that the Board is micro-managing the office. AB requested that the Board dispel this view and the questioning of the capability of the staff. He requested that the TOM NPC Board confirm if the TOM staff do have the capacity to organize the Two Oceans Marathon.

7.3.2. Rodney Maharage responded that, post the 2018 event and the pending departure of the GM, Ms. Carol Vosloo, the TOM NPC Board decided to search for a replacement. At that time, TOM received the official communication from Old Mutual of their intention to end their sponsorship of the Two Oceans Marathon. TOM successfully negotiated a phased withdrawal. The TOM NPC Board, with the Transition Sub-Committee, decided to appoint two people to take on a joint leadership role, focusing on the two key areas, Event Operations and Marketing, Communications and Sponsorship, with support from Board Sub-Committees, in order to get the organization through the event as an LOC. With an actual workload of 3-4 months, TOM appointed additional support staff, in Operations; Marketing, Entries Management. Additional consulting services were provided by expert professionals in specific areas of the event.

7.4. From the floor, Ms. Sandy Matteson representing Ms. Stefanie Schultzen requested that the Chairman refrain from mentioning her client's name in the reporting, as her client was not able to defend herself. The Chairman refuted this by confirming that he had mentioned Ms. Schultzen as well as other staff who had left the organization over the past year.

7.5. Richard Majewski (BN 598)

7.5.1. Ballot Applications for TOM Ultra Marathon - Expressed his concern to have received communication from the Two Oceans Marathon office advising that all BNC members have to qualify; though nothing was posted on the website. He also noted that no qualifying races were published at the time of Entries opening, and expressed his hope that TOM would not pull the plug on the older runners and that TOM NPC Board decide that the only requirement would be to provide qualifying information for seeding purposes

7.5.2. Tim Jobson advised that TOM has never had a requirement for 21.1km runners to qualify; but that it does require all runners to have run a race of that distance or more, before. He also confirmed, that the Ultra-Marathon requires runners to have qualified by having run a marathon and confirmed to Mr. Majewski, that as a BNC member and 60+, he would be automatically placed in Seeding Pen C.

7.5.3. With no further questions, the TOM NPC 2019 AGM Board Report was concluded.

8. TOM NPC 2019 FINANCIAL REPORT

8.1. TOM NPC Director, Head of FinComm, Safwaan Lewis read the Financial Report.

8.2. The following were highlighted:

8.2.1. Challenges experienced during the TOM 2019 Event

- T-Shirts – incorrect sizing delivered by Adidas, and TOM having to produce
- Broadcast
- Water
- Governance
- Service Providers
- Expo Layout
- UCT – not our decision, remove club gazebo's to Cricket Oval.

- 8.3. In closing, SL presented a final analysis of the financial health of the Two Oceans Marathon, noting that 10 years ago the cost of hosting the Two Oceans Marathon was approximately R9M and the TOM NPC had a reserve of R1M; and that by June 2019, with the addition of new sponsors, as well as tight fiscal management and prudent investments, the organization was able to build the reserve to R21.5M.
- 8.4. **Matters arising from the Financial Report:**
- 8.4.1. **Ian Bocoock** queried the Disbursement Income R5.7M + Client Services, R7M
- 8.4.2. Safwaan Lewis responded that this was Accrued Income, specifically:
- Income from Conker's contribution to Expo costs, Shared Expo Sales revenue; Adidas Royalties and various deposits;
 - Venue Rental costs have increased due to additional space to allow for better registration area and walking area.
 - Changes in the route resulted in additional costs to the Operations costs;
 - TOM 50th anniversary costs have been included, though is listed in the trail balance as a separate line item, but confirmed that all 50th elements to be listed separately under Marketing;
 - Salary Costs have increased by 17%, based on the new approach, noting that the figures will come down as staff resources will be replaced by consultants and reported in separate line items in the event budget;
- 8.4.3. Ian Bocoock requested that the detailed Financial Statements should be made available upfront and the detail of how the money is spent;
- 8.4.4. Safwaan Lewis confirmed that the TOM NPC Financial Statements on the website are the abridged version and that the detailed version is available on request. Mr. Bocoock explained the difficulty he had in attaining the detailed financials from the TOM Office and requested that financial information is made available upfront, as many of the members attending would like to see the details pertaining to the financials.
- 8.4.5. Safwaan Lewis advised all at the meeting that the financials can be requested from the TOM Office, and confirmed that questions relating to the financials, should be directed to the specific person at the TOM office.
- 8.4.6. **Lionel Klassen** commented that from a disclosure point of view, the details relating to the increase in the costs, which is quite significant, should have been recorded in the Directors' Report, as this would have eliminated some of the scepticism amongst the members.
- 8.4.7. He confirmed that TOM NPC had given a detailed explanation of the payment to Mr. Maharage for the building work, and that a procurement process had been followed. He questioned whether the same process had been followed for the printing, as he noted in the AFS, that TOM paid for print production of the TOM Coffee Table book.
- 8.4.8. Safwaan Lewis responded that with most of the event expenditure, TOM does not follow a formal Tender Process but that the organization requires the submission of three quotations on all large expenditure items. TOM would then make a decision based on most cost-effective quotation and the ability of the supplier to deliver.
- 8.4.9. Lionel Klassen requested further detail of the process relating to the printing and if it was the same or similar processes, and whether Mr. Maharage had recused himself when those decisions were made.
- 8.4.10. Safwaan Lewis confirmed that though Mr. Maharage does sit on FinComm, he does recuse himself from some of the decisions relating to the appointment of suppliers.
- 8.4.11. Rodney Maharage suggested that Harold Berman and Kathleen McQuaide might wish to provide additional context to the printing of the book and the late publication as Kathleen McQuaide, as a serving director was mandated to assist with the authoring, design and publication of the book and asked her to shed some light on the matter.

- 8.4.12. Kathleen McQuaide** commented that it was a huge benefit to be working with Rodney Maharage on the printing of the TOM Coffee Table book due to the time constraints. She confirmed that the final chapter of the book had gone to print on the Saturday before the Gala Dinner on Tuesday, 16 April 2019, where the book had to be available. She confirmed that she was not involved in sourcing printing quotations but felt TOM was exceptionally lucky to have access to a printing company at that stage, or TOM would not have had the book ready.
- 8.4.13. Allen Barnes** queried the item, **7.1. - Trade Receivables**, which he noted, at the time of audit, was R13.2M. He asked for clarity on what the current figure was. SL confirmed that this was covered in his report, but that the current outstanding R2.1M relates to Year-end.
- 8.4.14.** Allen Barnes thank Safwaan Lewis for the clarity. He also wished to advise TOM that WPA had received calls from numerous suppliers who were not happy with their business dealings with TOM in this particular year, and wished to bring it to the attention of the organisation.
- 8.4.15.** He further noted, in terms of 9.1. in relation to Procurement, and though he did not wish to cast any aspersions; he is absolutely clear that due process must be followed. Mr. Barnes commented, that in the context of the current situation in sport and business and the corruption within sporting codes in South Africa, the question is not about expediency or the best price, the question is whether, in terms of governance, it was advisable for the TOM Board to procure services from a Board Member - which he believes, is not advisable.
- 8.4.16.** The third point Mr. Barnes raised was that a TOM Board Member was also being paid as a staff member of TOM, that being Kathleen McQuaide and that it is not best practice for a Board Member to be on the TOM payroll as well. He questioned the reporting structure, and the governance thereof, as the Board Member would be accountable to the Office Manager during the day, and the Office Manager would be accountable to the Board Member at night. Mr. Barnes again reiterated, that in terms of the King III Report, it was not advisable for a Board Member to be a staff member at the same time.
- 8.4.17. Safwaan Lewis** noted the comment and confirmed that Kathleen McQuaide had been appointed to manage the Two Oceans Marathon Initiative (TOMI) and that she reported to the TOM NPC Board.
- 8.4.18. John Brimble** questioned why, given the financial status of TOM, payment to consultants should be delayed. He commented that there must be a lot of unhappy people waiting to be paid and with that amount of money in the bank, there is no reason why they shouldn't be paid. He added that if TOM wants to contract consultants, TOM should be prepared to pay them before the event.
- 8.4.19. Safwaan Lewis** advised that it is important to follow due process and that just because an invoice has been presented, doesn't mean it can be paid immediately. He advised that the delay in payment of some of the contractors, is because due process hadn't been followed.
- 8.4.20. James Evans** – wish to clarify that ASA owns the broadcast rights and the lack of broadcast is due to ASA's failure to negotiate with SABC, not an Act of Parliament.
- 8.4.21.** Mr. Evans raised his greatest concern that Board Members doing business with TOM and in terms of the renovations, he questioned whether it was it necessary, given the financial situation of TOM. The concern was that the decision to go with the renovations is dictated by the person, who is the supplier. The question has to be asked overall is, given the current situation, was it really necessary to do the renovations, given that TOM does not have a sponsor, should the renovations have been scaled down or completed at a later stage.
- 8.4.22.** Mr. Evans noted that his bigger problem is the Board Member who got paid for printing and the Board Member who got paid as a payroll member.
- 8.4.23.** Mr. Evans referenced the TOM NPC MOI, which states that a Board Member cannot be an employee; therefore there was a breakdown of governance and a

breach of the rules of the MOI. He stated that the Board Member in question should have resigned or stepped down from the Board, and that the TOM NPC Board should have picked this up, therefore failing to do so, is a breach of the MOI and an indictment of the TOM NPC Board.

- 8.4.24. The third issue, Mr. Evans commented, is the fact that TOM does not have a tender process, but requests three quotes instead as referenced earlier. That means that someone had to go and ask for 3 quotes from 3 companies. Mr. Evans queried why TOM chose the specific company and why the opportunity was not put out on a broader basis to the printing industry.
- 8.4.25. Mr. Evans raised his concern about the substantial amount of money spent on printing; when provided on a quote basis, and not a tender process.
- 8.4.26. He pointed out that this, along with the fact that a Board Member is being paid as an employee, and asking the Chairperson's company for a quote, is a problem and raises a lot questions about how the organization is run.
- 8.4.27. Mr. Evans commented that this raises serious questions and requested answers from the TOM NPC Board, failing which he would ask the entire Board to step down.
- 8.4.28. **Safwaan Lewis** responded that the TOM NPC Board viewed Mr. Evans's comments extremely seriously.
- 8.4.29. Mr. Lewis confirmed that Ms. McQuaide was appointed as a contractor on a fixed-term basis.
- 8.4.30. **Mr. Jakes Jacobs** commented from the floor, that previously, Board Members who were contracted by the organization, were asked to step down and the same should have applied in this instance.
- 8.4.31. **Mr. Mgoro** asked if the reason for the delay in publishing the financial (AFS) was discussed/canvassed as it was extremely annoying;
- 8.4.32. Safwaan Lewis agreed that it was annoying and confirmed that the reason for the delay was that the auditors had insisted on conducting a full stock count. He added that the TOM 2019 Financials were ready on time, but the Auditors would not sign off until they had completed a full verification of the stock.
- 8.4.33. Safwaan Lewis advised that the delay was not intended and apologized for the postponement of the AGM as a result.
- 8.4.34. Jakes Jacobs asked TOM to confirm when WPA would receive the number of finishers for the TOM2019 event, so that they could be paid for levies for TOM2019. He confirmed that WPA had requested this information on numerous occasions and eventually had to pull the 2018 numbers off the timing system in order to invoice TOM.
- 8.4.35. Safwaan Lewis requested clarity as Mr. Lester Cameron had indicated to the TOM Board, that WPA had received the numbers.
- 8.4.36. Jakes Jacobs confirmed they had invoiced TOM based on the 2018 numbers
- 8.4.37. Safwaan Lewis confirmed that the numbers had been provided; and reported that Lester Cameron had confirmed in a Board Meeting that the numbers had been provided by TOM. Jakes Jacobs confirmed they needed the number of entries, not the number of finishers. Safwaan Lewis committed to check again and confirm with WPA, the payment of Levies and Temp Licenses.
- 8.4.38. James Evans raised his concern that WPA had not been paid Temp Licenses or Levies, and noted that these funds belonged to the runners. He again voiced his concern about the TOM organization and would be asking the Board to step down.
- 8.4.39. Safwaan Lewis confirmed that WPA was not on the list of accounts payable, which meant that they had been paid, adding that the related party payments had not yet been effected.
- 8.4.40. **Allen Barnes**, WPA Financial Officer confirmed that the WPA Levies and Temp Licenses have been paid to WPA, but not without a great struggle. He confirmed that payment had been made in late September or early October 2019.

- 8.4.41.** Safwaan Lewis commented that payment was made when the invoice was received, and that he didn't understand why there was a delay in the TOM office providing these numbers.
- 8.5.** With no further questions on the financials, the Chairman, Rodney Maharage asked Harold Berman to provide further input into the production of the book
- 8.6.** **Harold Berman** confirmed that the appointment of Sean Falconer as the author of the book was confirmed very late and with the short lead time, the only way the book would be printed on time, was to go to Rodney Maharage's company (Associated Printing). Harold confirmed that AP did not provide a quotation.
- 8.7.** On the delay in confirming the author of the book, Harold Berman confirmed that the Board delayed in taking the decision, but didn't know the reason for the delay.
- 8.8.** James Evans queried the reasons for this delay.
- 8.9.** **Rodney Maharage** gave some context to the delay:
- 8.9.1.** Late appointment of Sean Falconer as the Author of the book;
- 8.9.2.** Kathleen McQuaide was asked to assist with the publishing of the book;
- 8.9.3.** The request to print the book two weeks before the delivery date;
- 8.9.4.** Kathleen McQuaide confirmed that the last chapter was still being written a few days before the book needed to be ready for distribution;
- 8.9.5.** Rodney Maharage commented that no printer would consider printing a book in parts, nor at less than R107 per unit, which Associated Printing had done;
- 8.10.** James Evans noted that the Chairperson was answering the questions, yet is implicated in the matter pertaining to the book, and that his view was not an independent one.
- 8.11.** Mr. Evans agreed to take up the offer by Mr. Maharage, to find a printer who would have produced the book at a cheaper rate;
- 8.12.** James Evans inquired about the R2.1M payment outstanding and who it was owing to. He also noted he had the same problem as described by Mr. Ian Bocock, not having seen the full financials. He also noted that a Secretarial Company is listed on TOM's books, yet all the information relating to the AGM, came from info@twooceansmarathon.org.za, adding that there wasn't anyone to ask for information.
- 8.13.** Safwaan Lewis presented an Age-Analysis of the payments outstanding as at 13 November 2019:
- Adidas - R881 000.00 (credit note)
 - Otto Signs - R61 000.00
 - Granite Events - R489 000.00
 - L&G Signs - R40 000.00
 - Itheko - R16 600.00
 - Modular Flooring - R29 600.00
 - Sales Hire - R26 000.00 a credit, in favour of a 2-year contract
 - SportsSplits - R23 000.00
 - Tuareg Tents - R25 000.00
 - Sue Uilyett - R3 000.00
 - VentureScapes - R7 684.00 (write-off)
 - WC Govt. (Medical) - R476 000.00
- 8.14.** **Jakes Jacobs** requested that the WPA payment be added to this list of outstanding payments.
- 8.15.** **Kevin Lodge** questioned why these suppliers were unpaid and if TOM intended to pay the outstanding amounts.
- 8.16.** **Safwaan Lewis** confirmed that each of the invoices relating to the outstanding payments above, were held back as they were either under dispute (material disputes), had discrepancies i.e. amounts invoiced outside of the contracted fee, or in some cases, was a result of outstanding paperwork.
- 8.17.** **Cindy Low** confirmed that she was one of the suppliers who had not been paid; and asked for clarity on why she wasn't being paid, since she completed the job she was contracted to do.

- 8.17.1. Rodney Maharage** responded to Cindy Low and advised he was going to ask Safwaan Lewis to refrain from answering her question, as the matter pertaining to her payments, was *Sub-Judice*.
- 8.17.2. Cindy Low** questioned the outstanding payment for Taureg Tents, confirming the work they had done, tents they had sponsored and overtime worked which was disputed that they were never given the go-ahead
- 8.17.3. Safwaan Lewis** confirmed that he would be happy to deal with Taureg on the matter; however Cindy denied that TOM is dealing with the matter, after the Board signed off on the work on 11 April 2019, following the site visit on the 8 April 2019.
- 8.17.4. Rodney Maharage** requested Cindy Low to email Safwaan Lewis and the Board. Cindy asked for clarification on the process, as she understood that as Service Providers, are required to go through the office, who then goes to the Board, if there is an issue.
- 8.17.5. Rodney Maharage** refuted this and advised that the office has procurement procedures to follow, to which Cindy Low confirmed had been followed.
- 8.17.6. Sameegh Tofie**, former TOM Operations Co-ordinator, stood up and confirmed that his responsibility for 8 years whilst he was employed at TOM, was to manage the finish fields, and that he had every right to sign off any quote or invoice that came in as long as it was under the budget. He confirmed that Cindy Low had passed on discounts from her suppliers and saved TOM 'quite a lot of money'. He confirmed that he as well as Grant Bolters, Operations Manager would sign these off, as it should be, as long as it was within the budget, and he therefore doesn't understand where the questions are coming from.
- 8.17.7. Rodney Maharage** invited Sameegh Tofie to come to the TOM Office along with the suppliers in order to prove the statement he had made, and requested that Safwaan Lewis address the matter.
- 8.18. James Evans** commented that these payments should be listed as Outstanding: Under Legal Dispute in the TOM 2019 Financials as it was potentially a liability, and if these cases should go to court and TOM lost, it would affect the financials drastically.
- 8.19. Rodney Maharage** confirmed that the 2019 TOM Financials provided a clear indication of where there are monies due;
- 8.20. Safwaan Lewis** confirmed that the full amounts under dispute were recorded in the financials; under Accounts Payable, as read out earlier, and that it would not affect the financials. He further confirmed that settlements and write-offs would positively affect the financials.

9. TOM HOUSE

- 9.1. Greta Brock** questioned to what extent is TOM incurring cost on the new TOM House which was completed in April 2019.
- 9.2. Safwaan Lewis** responded that the costs incurred currently on the TOM House relate to security and alarm system, as well as the lost opportunity for TOM to realise revenue through the sale or rental of the current property at 15 Torrens Road, Ottery.
- 9.3.** He confirmed that this is a priority of the Board before the end of 2019 as January and February would be focused on planning for TOM2020
- 9.4. Rodney Maharage** confirmed that the cost of the TOM House is an accrued item and TOM had not yet spent any money on the property.
- 9.5.** There was no further discussion on the TOM 2019 Financials.

10. ELECTION OF NEW DIRECTORS/ CONFIRMATION OF DIRECTORS AS NOMINATED

- 10.1.** Rodney Maharage confirmed the current Board had 11 serving members, up until this date of the AGM.

Five Board Members had served their second year in 2018/2019.

- Harold Berman
- Chris Goldschmidt
- Francois Gouws

- David Maralack
 - Kevin Harlock (resigned before the AGM)
- 10.2. The remaining TOM NPC Directors, who were serving their second year in 2019/2020 are as follows:
- 10.2.1. Western Province Athletics
- Lester Cameron
 - Thozama Koli
- 10.2.2. Celtic Harriers
- Safwaan Lewis
 - Rodney Maharage
- 10.3. To confirm the new Directors who have availed themselves to serve a new 2-year term:
- 10.3.1. Tim Jobson –as only one nomination was received, Tim Jobson is duly appointed and will be serving as an Ordinary Member/Club Member Representative
- 10.3.2. William Swartbooi - currently serving Board Member
- 10.3.3. Kathleen McQuaide – current serving Board Member
- 10.4. Ratification of New TOM NPC Directors, nominated:
- 10.4.1. Andrew Smith – as nominated by Celtic Harriers
- 10.4.2. Jenifer Skordis – as nominated by Celtic harriers
- 10.4.3. Allen Barnes – as nominated by Western Province Athletics
- 10.4.4. Erwin Rencken – as nominated by Western Province Athletics
- 10.4.5. Graham Bentz – who expressed his interest in serving on the TOM NPC Board, with a written nomination
- 10.5. **Allen Barnes** raised on a point of order, and requested confirmation of Ms. Kathleen McQuaide’s position as a staff member or a Director, as this must be clarified. He confirmed that if Ms. McQuaide is an employee as the current Employment Contract confirms, her appointment as a Director is in contravention of MOI Point 2.1.D
- 10.6. **Rodney Maharage** responded that as matters stand, KM was contracted to work on TOMI. He confirmed that Mr. Evans’s point was taken on board, and if Ms. McQuaide was appointed in contravention of the MOI, the TOM NPC Board would have to deal with the matter.
- 10.7. **James Evans** disagreed that the Board should deal with the matter at a later stage and reiterated that it’s been confirmed that Ms. McQuaide was a ‘contracted employee’ – the word ‘employee’ was used, and the minute Ms. McQuaide took the position of an employee, she automatically ceased to be a Director.
- 10.8. He reiterated that the MOI specifically says, in two places, that a Board Member cannot be an employee of TOM, as this is in contravention of the MOI; therefore either her appointment was invalid, or her directorship was invalid. He requested that TOM make a decision at that point as it had a financial implication.
- 10.9. **Rodney Maharage** stated that he believed the decision must be made in conjunction with Ms. McQuaide, at which point Mr. Evans threatened to take legal action.
- 10.10. **Rodney Maharage** reiterated that if Kathleen McQuaide had been appointed irregularly, he believed the Board needs to deal with it a Board to discuss the matter and decide if she will remain an employee or a Director, and Ms. McQuaide will also have the opportunity to decide against it.
- 10.11. **James Evans** refuted Rodney Maharage’s comment, in that Kathleen McQuaide took a decision as a Director, to be appointed as a Staff Member, and as a Director, it is deemed that she knew what was in the MOI. Therefore, as soon as she took the position, she automatically disqualified herself as a Director, and any Board Member should have pointed this out. Mr Evans invited TOM NPC to challenge him on the matter.
- 10.12. **Rodney Maharage** acknowledged the point made by Mr. Evans and asked him what he would do in this position.
- 10.13. Mr. Evans reiterated that Ms. McQuaide is disqualified as a Director, and hasn’t been since the first day she took the position of an employee of TOM. Therefore, the validity of any decisions taken by her as a Director is disqualified. In addition, any decisions taken by

- the TOM NPC Board, of which Ms. McQuaide was part of, would be questioned.
- 10.14. **Rodney Maharage** acknowledged the problem and requested some time for the TOM NPC Board to resolve the matter.
 - 10.15. **James Evans** confirmed that he would not leave the meeting until the matter had been resolved, as the Members couldn't wait a year for the matter to be resolved.
 - 10.16. **Rodney Maharage** confirmed that it would not take a year, but requested a week. Mr. Evans again advised that the meeting could not be concluded until the matter is resolved, as any decision taken during the period, and Ms. McQuaide is disqualified, would affect the validity of the decision.
 - 10.17. **Rodney Maharage** confirmed that it would not be necessary for everyone to meet and that TOM NPC would relay the decision to everyone.
 - 10.18. Lionel Samuels proposed that the TOM NPC Board suspend Ms. McQuaide's participation on the Board from that point, until the Board has made a decision on her status as a Director on the Board.
 - 10.19. **Rodney Maharage** confirmed he was happy to agree to that, and added that he would still insist that in a week's time, TOM will deliver the outcome of that decision.
 - 10.20. **Greta Brock** requested confirmation of the status of the contract, and that she is no longer contracted to TOM, to which Mr. Maharage responded that her contract terminated at the end of October 2019 and confirmed that it was a paid contract.
 - 10.21. **Gordon Laing**, BNC and TOM Service Provider, commented that the TOM NPC has a Board Member, who should not be a Board Member, and the fact that the Board Member should have recused herself from the Board, means that the Board itself is dysfunctional, as any decision taken by the Board in which Kathy had to recuse herself, means that the decision taken is in itself, an invalid decision. He noted that in line with the IoDSA (Institute of Directors of South Africa) and King IV report, the TOM NPC had a situation where the Board itself didn't do its job properly. He noted that Kathleen McQuaide could not be a Director if she stepped down to become an employee; she would have to be re-elected to the Board.
 - 10.22. **Rodney Maharage** confirmed that Kathleen McQuaide would be suspended for the next 7 days, which leaves another vacancy on the Board.
 - 10.23. **Gordon Laing** corrected Mr. Maharage that Ms. McQuaide was not suspended, but was in fact, stepping down.
11. **Rodney Maharage** then requested that Graham Bentz, Erwin Rencken and Allen Barnes rise and welcomed the new Board Members to serve their term.
 12. **Rodney Maharage** then asked Mr. Safwaan Lewis to address the appointment of the Auditor.
 - 12.1. **Safwaan Lewis** confirmed that the Auditor for the TOM NPC was Advantage Accountants, and that a member of their company was present at the meeting. He advised the meeting that Advantage Accountants had confirmed their willingness to continue as the Auditor for TOM NPC for TOM2020.
 - 12.2. **Lionel Klassen** asked how long Advantage Accountants have been the auditors for the TOM NPC. Safwaan Lewis confirmed it was three years.
 - 12.3. **Paul Murphy** seconded the appointment.
 13. New Board Member **Graham Bentz** requested to address the meeting and advised that whilst he lives in Cape Town, he runs for Sasol Club, and not for a club in WPA.
 - 13.1. **Jakes Jacobs**, WPA advised that this precluded him from being a TOM NPC Board Member.
 - 13.2. **James Evans** confirmed, that provided that as an Ordinary Member, Graham Bentz was able to attend meetings, and at no cost to TOM, he would be able to be appointed as a TOM NPC Board Member.
 - 13.3. **James Evans** further noted that the Members had the opportunity to nominate someone from the floor, and they had failed to do so.
 14. **Allen Barnes** requested clarity on whether a vacancy exists on the Board, for the appointment of an ordinary member, as the Directorship of Kathleen McQuaide does not exist.
 - 14.1. **Rodney Maharage** requested leniency for the Board to revert within the week, regarding the status of Ms. Kathleen McQuaide and the TOM NPC Board needed to deal with their misdemeanours.

- 14.2. **Allen Barnes** requested that the meeting must be clear and that there is a process to follow whether a vacancy exists or not.
- 14.3. **Rodney Maharage** shared the view that Ms. McQuaide may still be co-opted onto the Board.
- 14.4. **Allen Barnes** confirmed that Ms. McQuaide had disqualified herself, by accepting the position as an employee; therefore the vacancy exists.
- 14.5. **Rodney Maharage** notified the meeting that Ms. McQuaide wished to address the floor
 - 14.5.1. **Kathleen McQuaide** acknowledged that the error had been made by the board, and by her for which she apologized. She advised that she was happy to follow the process and step down immediately.
 - 14.5.2. She challenged the meeting to have an understanding of what is involved in being a Board Member and the contribution of time and expertise. She noted that TOM is lacking people who can make a solid contribution, and hoped that more people with a lot of passion come on board.
- 14.6. **Safwaan Lewis** confirmed in terms of the MOI that should there be a vacancy, the position shall be filled at the AGM.
- 14.7. **Rodney Maharage** then asked for nominations from the floor, to serve on the TOM NPC Board.
- 14.8. **Rodney Maharage** reminded the meeting that if the position cannot be filled at this meeting, it remains vacant and the Board can at a later stage appoint or co-opt.

15. NOMINATIONS FOR BOARD MEMBERS TO FILL THE VACANCIES

- 15.1. RKM called for nominations to serve on the Board:
 - 15.1.1. **Lionel Samuels** – semi-retired, previously sat on Medical Aid and Trust Fund Boards, spends time on arbitration and advises Trade Unions and staffmembers. Nominated by James Evans, accepted by Lionel.
 - 15.1.2. **Paul Murphy** nominated by Chris Goldschmidt, made himself available; accepted nomination
 - 15.1.3. Farouk Meyer Nomination from the floor; declined as he is a service provider
 - 15.1.4. **Allan Ryninks**. Chairman of WildRunner RC – nominated by Ruth Cameron, accepted by Allan Ryninks.
 - 15.1.5. Tim Jobson took over the Voting Process.
- 15.2. **Tim Jobson** confirmed that
 - 15.2.1. Written Proxies would be accepted
 - 15.2.2. Nominated persons were allowed to vote and vote for themselves
 - 15.2.3. Members who had voting rights or hold proxies were entitled to vote
- 15.3. Voting to fill one vacancy proceeded, with only bona fide Members of the TOM NPC eligible to vote;
- 16. **Tim Jobson** facilitated the process and confirmed that
 - 16.1. Only written proxies would be accepted;
 - 16.2. Proxies to be handed to the Auditor
 - 16.3. The person with the most votes would be the person nominated by the Ordinary Members
 - 16.4. The total number of votes was 67

17. Nomination Results:

- 17.1. **Allan Ryninks** received the most votes and was welcomed to the TOM NPC Board;
- 17.2. After deliberations from departing members; **Rodney Maharage** recommended that the TOM NPC co-opt **Paul Murphy** and **Lionel Samuels** at the next Board Meeting.

18. IN CLOSING

- 18.1. **Rodney Maharage** called on Harold Berman, but also thanked Harold for his services, advice and contribution to this special event.
- 18.2. **Harold Berman** thanked the TOM NPC for the opportunity to serve on the Board and commented that he had enjoyed his time serving Two Oceans Marathon for 50 years and then received a standing ovation.

18.3. Rodney Maharage thanked the outgoing Board members for their services:

- Francois Gouws
- Chris Goldschmidt
- David Maralack
- Harold Berman, and
- Kathleen McQuaide

19. FORMAL APPOINTMENT OF ACCOUNTANTS

19.1. Tim Jobson requested the formal appointment of Advantage Accountants. Proposal received from Max Brock and seconded by Sameegh Tofie.

20. OTHER BUSINESS

20.1. EVENT UPDATE: ENTRIES OPENING AND FEES

20.1.1. Paul Murphy – Raised concerns around communication on this before Media Release

20.1.2. Communication Formal announcement before the 18 November; Media Release

20.1.3. Intention to open for BNC ahead of the rest – privilege of entering, finalizing medical and pay

20.1.4. Mass Entries:

20.1.5. Ballot for both Ultra (weighted ballot based on number of runs) and Half Marathon

20.1.6. Window for application: 15 – 25 November

20.1.7. Payment: 26 November – 9 December

20.1.8. 10 December – Opportunity for Club Members

20.1.9. BNC email will go out before the Media Release

20.2. ULTRA AND THE REASON FOR THE BALLOT:

- With the city we were able to negotiate to 13000; applications provides data to go back to the City with numbers for future planning
- Have to ensure runners of lesser finishes, have equal opportunity to enter
- Entries Timelines shared with the audience.
- Qualifiers: special exception made for late qualifications
- Prices : what was announced on Media24 was a screenshot but not verified

20.3. QUESTIONS FROM THE FLOOR

1. Relay entries have the option of entering the 56km or 21km and receive a free t-shirt. 250 runners will receive a voucher
2. Trail Run – still under consideration and an announcement will be made in due course

21. ACKNOWLEDGEMENTS

1. Mr. Rodney Maharage invited Mr. Anthony Abrahamson and Mr. John Brimble to stand and thanked them for their interest and concern with regard to the future of the event.
2. Prior to the AGM, two separate meetings were held with both gentlemen who had supplied a list of 15 questions/concerns.
 - 2.1. **Anthony Abrahamson** - thanked the Chairman for engaging in discussions on the 15 questions that reflected his and John Brimble's concerns about the administration of the race and put to the Board Chairman in writing prior to the AGM. The primary issues were, inter alia, in connection with:
 - Capacity of the office to undertake the race
 - Loss of institutional knowledge of key people on the Board and in the office who have left the organisation
 - Governance is still a concern - no Board Member, associated business or family member should be involved in any paid capacity in the business

- Sustainability of the race going forward - important to look at financial sustainability.
- 2.2. **John Brimble** – thanked the Chairman for the time to meet and address their concerns
- Noted the difference between running a business as an entrepreneur and the governance requirements of TOM NPC, which requires more policies in place.
 - He also expressed concern that the institutional knowledge should be retained, and that the main job is to build a strong team to drive the future sustainability of the Race.
3. **Harold Berman**
Harold paid tribute to the runners who had passed on in 2019, and asked for a moment of silence in memory of the following runners:
- 3.1. PJ Sullivan Permanent No 2
 - 3.2. Alex Jones
 - 3.3. Mike Francis
 - 3.4. John Cameron Dow – author of first two TOM Books

22. IN CLOSING

Rodney Maharage thanked all for their attendance; as well as all the new and departing TOM Board members, and reminded all Board Members of the ongoing challenge we have in our country. With the Two Oceans Marathon having celebrated 50 years, and our country celebrating 25 years of Freedom; yet 10% of the people who live in the country receive 90% of the money. TOM is no different, and he implored the new TOM NPC Board, that they take cognizance on the transformation requirements of this and deal with it emphatically.

There was no further business to discuss and the meeting was adjourned.

SIGNED:

Chairperson:

Date:
