

ENGLISH SKI COUNCIL LTD

(t/a SNOWSPORT ENGLAND)

Minutes of a Board meeting held on Thursday 2nd October 2014 at 8.00am to 11.00am.

At SportPark, Loughborough.

Present:

JE	Jeremy Eaton	Chairman
BT	Bryan Thomas	Finance Director
GP	Geoff Parsons	Director
RR	Rob Robson	Director (By phone till 9.30)
TB	Tania Barton	Director
TF	Tim Fawke	Chief Executive
KR	Karen Richardson	Director

1. NOTICE, QUORUM AND CHAIRMAN

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

2. DECLARATION OF INTERESTS

Each Director present confirmed that they had no direct or indirect interest in any way in the proposed arrangements to be considered at the meeting, which they were required by section 177 of the Companies Act 2006 and the Company's Articles of Association to disclose other than those recorded later in these minutes.

3. MINUTES OF MEETINGS HELD ON 15TH JULY 2014

The minutes of the Board meetings held on 15th July 2014 were agreed as a true and accurate record of the meeting.

4. MATTERS ARISING FROM MEETINGS HELD ON 15TH JULY 2014

The action log was updated. The following items were completed, no longer relevant or dealt with an agenda item

- 4.1 GP meet with Kidsgrove ski club and DHO regarding club consultations
- 4.2 TF clarified membership categories and membership
- 4.3 TF/GP worked together to get documents out for AGM on 5th September

- 4.4 TF has contacted Peninsula regarding Health and safety cover and contract signed a meeting is set up for November and TF liaising with KR
- 4.5 Esskia/Schools review – working group of RR, BT, TB, JE and SDO to map out next steps
- 4.6 The budget process has been initiated and information has been sent to key committees.

5. CHAIRMAN'S REPORT

- 5.1 The chairmen stated it had been an extremely busy time over the last few months and that he had spent a large amount of time dealing with issues both with BSS and with SSE. Below are the key areas he has been dealing with:
- 5.2 Overseeing Governance Review – liaising with Tim
- 5.3 Liaison with Tim and Bryan re finance year end
- 5.4 AGM review document (sample provided)
- 5.5 Attended SSE Internal Review
- 5.6 Attended All England Champs
- 5.7 Attended Coaching Conference Dinner and Coaches Awards
- 5.8 Attended ESSkiA qualifier
- 5.9 Attended Ackers evening
- 5.10 Liaised with Bernie Wright/Tim/ARC
- 5.11 Liaised with Tony Willis re BSS AST Committee
- 5.12 Liaised with BSS re Development pathway
- 5.13 Attended BSS AGM
- 5.14 Meeting today (2nd Oct) with comms team
- 5.15 Collated and reviewed Director Applications
- 5.16 Week to week liaison with Tim
- 5.17 Liaised/advised with BSS re Malcolm Erskine appeal

5.18 Reviewed 2014 Board Evaluation

5.19 Board recruitment of new Directors

JE outlined the importance of recruiting the right directors to the board that not only have the right skills but are willing to do things as well and not just attend board meetings. From the advert there had been a very positive response with 17 applications, some of a very high standard. Discussion was then held around the best process for interviewing and appointing. It was decided that KR, JE and BT would do telephone interviews with a short list of 7 candidates. The next stage would be to invite them to the SSE AGM on the 1st November at SportPark. The board would then decide if we have sufficient information to appoint or to have an additional meeting. BT stated he would like to see formal interviews following telephone calls and AGM.

To help make sure we get the right balance of skills TF will distribute the skills matrix to all board members staying beyond this year's AGM for completion.

GP mentioned that in the recruitment of new board members the current directors need to look at the rotation of directors for when the new articles come into place.

6 GENERAL MEETING

6.1 There was produced to the meeting forms of notice ("Notices") to convene a General Meeting and meetings of each class of Members of the Company ("Class Meetings"). It was noted that the purpose of the General Meeting would be to consider special resolutions to change the name of the Company to Snowsport England Limited and to adopt new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association, along with other business set out in the Notices. It was noted that the purpose of each of the Class Meetings was to consider a resolution to consent to the variation of rights of each class of Member which would occur upon the adoption of new articles of association of the Company.

6.2 After careful consideration of the Notices, including consideration of the matters referred to in section 172(1) of the Act, IT WAS RESOLVED that convening a General Meeting and the Class Meetings for the purpose set out in the Notices would be most likely to promote the success of the Company for the benefit of its members as a whole and IT WAS FURTHER RESOLVED to approve and send the Notices (as applicable) to all of the Company's members.

7 GOVERNANCE REVIEW – UPDATE

7.1 GP felt there was no major issues that had been raised. One member has put in a resolution to delay accepting the new articles proposed by the board. All the points

that he raised in the resolution are answered in the FAQs document. In consultation with Brabners we will agree if these should or should not be published.

- 7.2 GP would circulate the FAQs document later today for finalisation and sending out on Friday 3rd October.
- 7.3 GP to contact Brabners regarding requirement to circulate amended resolution
- 7.4 Discussion was held around the process of the AGM and the order in which the process would be completed. GP confirmed that Brabners would be in attendance. One board member to assist Julia on registering all current members.
- 7.5 GP to check what Brabners had deleted when we thought they had removed the alternate directors section. Confirmed we would have to leave this section in now as it has been circulated
- 7.6 GP as an independent director to give an overview and start the AGM to set out our aims and objectives.
- 7.7 TOR – Only one has been returned and this was cut and pasted from current TOR without any changes. GP to re-send and ask they get sent back in the next 2 week. Regional TOR template also to be sent out for comment to get process going before AGM

8 CEO Report

TF presented his report to the board and highlighted the following areas

8.1 Staff Structure

It has been a hugely challenging time over the last few months with reduced staff numbers and TF praised all the staff for managing to do so well during this time. TF presented his paper which went through the staff changes and that these had now been implemented. TF welcomed the 2 newest members of staff Susie Beere and Myra Perkins. TF pointed out that over the next 12 months with the implementation of the CRM and the new articles there will be significant changes and that staff roles will end up changing as a result of that.

8.2 Affiliation fees 2014/15

The board approved the following fees set out by TF

Small Clubs - £11.00 per person minimum number 10 - £110.00

Over 50 Members

Adults £3.70 to £3.80

U18 £2.90 to £3.00

Basic Admin fee to £215.00

For 1500 members £2,000 from £1650 then £280 every 500 or part thereafter.

8.3 Governance support from Sport England

TF announced we managed to secure a 2nd grant from SE to support the governance review. This was an additional £3360. For the funds to be paid we needed another invoice from Brabners. GP to chase up.

8.4 CEO NGB Forum

A new group of NGB's CEO has been started. The TOR and info were presented with the board documents. SSE has agreed to a financial commitment to this group of £1500. 26 NGB's have signed up and made a financial contribution. There is a huge importance to this group looking ahead to the election and making sure that NGB's are seen in a positive way and all the work that they do. TF to make sure latest info is given to JE before lunch with Jenny Price.

8.5 Safe Guarding

Bridget Owen has been taken on as an additional resource and will be lead welfare officer and deal with case's as and when they happen. This will help free up Jan's time to focus on the development team. We currently get 2 -3 cases a year with usually 1 that will take up significant time.

8.6 2014 Coaching Conference

The 2014 coaching conference has received very positive feedback and it was a credit to the team as this was the first year we full ran it in house. The awards dinner was a particular success with Sarah Lewis been presented her Honorary life membership of SSE and better structure awards. A big thank you to JE for attending and doing the presentation to Sarah Lewis.

JE commented about the development of the event and that it had a really good mix of coaches and a real positive to invite Tony Willis along as Alpine Business manager at BSS.

8.7 Go Race Go Freestyle launch

On the 23rd September we had the Launch of GO RACE GO FREESTYLE at The Snow Centre in Hemel. We had approximately 30 journalist there including the BBC which has generated some fantastic coverage. Athletes we had are Darcie Mead and Katie Summerhayes. We are in the process of finalising all the GSGB ambassadors which has been a great addition for the year.

8.8 English Alpine Championships, Bormio budget

A draft budget has been produced. TF to circulate to the board and the board were happy with a break even budget with a 5% contingency. They were happy to base the budget on the same numbers that attend in 2014.

8 SELF ASSURANCE – SPORT ENGLAND

The Sport England Self Assurance document had been circulated to the board and key areas highlighted by TF. TF went through the document and discussion was had on the areas that needed further actions. The board agreed with the following assurance statement.

Governance	FULL
Strategic Planning	REASONABLE
Financial Management	FULL
Human Resources	FULL
Organisational Management	REASONABLE
Risk Management	FULL

The following documents were also approved

2014 Standing orders
Risk Management strategy

It was also agreed that KR would carry out the Chair annual evaluation

GP stated it was a really useful checklist and a good process to go through annually.

TF to circulate SSE Strategy document for comment and then update for next board meeting

9 SCHOOL REVIEW

It was agreed a subcommittee of the board would look at this. TB, JE, BT and RR to progress

10 BSS

TF gave an overview of the challenges over the last few months that BSS faced which was focused around Alpine Speed and Telemark committee and the Alpine Business group. The BSS AGM went okay and there were some challenges regarding Alpine and the fact that the BSS were failing to deliver for the discipline.

JE commented that Dave Edwards stated that BSS had to be run in a different way from SSGB as they had £750K of debts and had promised a lot and not deliver. BSS had a lot of

work to do to build credibility and trust with organisations again. They have also now rebuilt up a financial reserve so the organisation is now stable.

JE was keen that we engage more with BSS and have greater contact with them to help them with the challenges of moving the sport forward. It was agreed that TF invite John Brewer along to the SSE AGM as part of this process.

11 KEY COMMITTEE REPORT

None of the Key committees returned the report form that was sent out to them. TF had the following comments on each one

11.1 Nordic has been a lot more active over the last few months and good progress has been made in a number of areas. There is potential to grow roller skiing and we need to support the KC to enable this to happen

11.2 Freestyle has had a successful summer with running the freestyle championships as well as the FIS moguls events which went very well. They are linking well with Ian Findlay and the plans for the talent pathway.

11.4 Alpine has seen some challenges to the numbers competing within the race series and how the race calendar should be structure for 2015. TF was asked by the board to make sure the calendar was approved by the board before it was officially published. They have an additional challenge of getting new volunteers into the sport and not relying on the same ones. JE and TF to continue to work with ARC to find solutions to the issues presented.

12 FINANCE DIRECTORS REPORT

13.1 BT confirmed that the annual accounts had been sent to companies houses. The full set of accounts would be available for the members if they got in touch with the office

13.2 BT confirmed that the accounts were looking okay for the year and that we were slightly ahead of budget and that the reserves had not been reduced as much as anticipated from the investments in the CRM and Website. There were no major concerns to be highlighted at the moment.

13.3 BT presented the company forecast to 2018 and the new treasury statement.

13 RISK REGISTER

The risk register and strategy were reviewed and the board were happy with the current risks and management of them.

14 AOB

14.1 Check with RR regarding possible next board meeting at Harrow

14.2 TF to circulate 2015 board dates January, March, May/June, September, November

DATES OF NEXT MEETINGS

- AGM 1st November 2014
- 18th of November 2014 8am-11am

Action Points from Board meeting 1st October 2014

	Details	Action
1	Details of ESC Skiers Trust to Jeremy & Geoff - TF to close Trust as Ski Trust GB will be used in future as more tax efficient	TF
2	JE meet with directors individually regarding roles post AGM	JE
3	TF progress with commercial strategy	TF
4	GP to send out TOR frame work for and regions	GP
5	TF to circulate review of the season	TF
6	Esskia/Schools review – Sub group to take this on and report back	RR, TB, BT, JE
7	Recruitment of New Directors	JE, KR, BT
8	TF circulate skill matrix to the board	TF
9	Directors telephone interviews	JE, KR, BT
10	FAQs for governance review to be circulated and put up on website	GP
11	Regional TOR to be sent out to Regions	GP
12	Contact Brabners to clarify resolutions from Alan Jones & and clarify point regarding deleted section on alternate directors	GP, TF
13	TF to make sure latest info on CEO governance group is sent to JE before meal with Jenny Price	TF
14	Invite John Brewer to SSE AGM	TF
15	TF and JE to meet with key ARC members to help solve outstanding issues	TF, JE
16	Board dates for 2015 to be agreed	TF