

ENGLISH SKI COUNCIL LTD

(t/a SNOWSPORT ENGLAND)

Minutes of a Board meeting held on Wednesday 18th November 2014 at 8.00am to 11.00am.

At Harrow School

Present:

JE	Jeremy Eaton	Chairman
BT	Bryan Thomas	Finance Director
GP	Geoff Parsons	Director
RR	Rob Robson	Director
TB	Tania Barton	Director
TF	Tim Fawke	Chief Executive
RB	Richard Barbour	Chair Coaching Technical Panel (Joined after xx)

Apologies:

KR	Karen Richardson	Director
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In accordance to article 14.1 it was proposed and confirmed that the following directors be appointed to Snowsport England with ratification at next years AGM.

Karen Richardson	1 Year (until next AGM)
Rob Robson	1 Year
Bryan Thomas	2 Years
Jeremy Eaton	2 Years
Tania Barton	3 Years
Tim Fawke	CEO

The Directors confirmed Jeremy Eaton as Chair.

Geoff Parsons was not re-elected. A big thanks to GP for all his work regarding the governance review

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 2ND OCTOBER 2014

The minutes of the Board meetings held on 2nd October 2014 were agreed as a true and accurate record of the meeting.

4. MATTERS ARISING FROM MEETINGS HELD ON 2ND OCTOBER 2014

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

- 4.1 GP to send out TOR frame work for and regions
- 4.2 Recruitment of New Directors
- 4.3 TF circulate skill matrix to the board
- 4.4 Directors telephone interviews
- 4.5 FAQs for governance review to be circulated and put up on website
- 4.6 Contact Brabners to clarify resolutions from Alan Jones & and clarify point regarding deleted section on alternate directors
- 4.7 TF to make sure latest info on CEO governance group is sent to JE before meal with Jenny Price
- 4.8 Invite John Brewer to SSE AGM
- 4.9 TF and JE to meet with key ARC members to help solve outstanding issues
- 4.10 Board dates for 2015 to be agreed

5. CEO REPORT

- 5.1 Staffing
TF reported back on the staff issues that were been dealt with. HR company Peninsula had been consulted throughout the process.
- 5.2 Staff Remuneration
It was agreed that TF and BT would form a remuneration committee for sign off by JE. This would be completed in time for December appraisals. TF to send latest staff titles and salaries.

5.3 TF mentioned the new 2015 annual plan, events calendar and communication plan. If there are any questions or queries directors to feedback to TF in next 10 days

6. DIRECTOR RECRUITMENT

JE outlined the process that had taken place so far which had lead to a short list of 5 candidates. JE had interview 1 in Manchester the previous week and BT, JE,TF had interview the other 4 in London before the board meeting. Discussion was had around the skills required to have a balanced board and what SSE needed to do make the next steps forward. Each of the directors that interviewed gave their feedback and it was decided to recruited 4 directors with immediate effect and 1 director when Karen stood down at the next AGM.

JE would feedback to candidates and TF would look at the board rotations and appointment letters.

7. COACHING TECHNICAL PANEL – RICHARD BARBOUR

TF introduced Richard Barbour to the board and why he was giving a presentation. This was the first of asking each KC to come to the board and present. The CTP was ahead of the other KC and had put down a clear plan and gone through their TOR. There is also a deficit of knowledge around the coaching qualifications that SSE runs and how these have been developed over the last few years.

RB gave an overview of his background and history in the sport and the recent changes that had been made to the development coach courses as there had been issues with previous courses run 4 years ago. He outlined their annual plan and the recent development they had made.

JE asked what are the things the board could help with?

RB stated that more resources which is both people and money and in particular marketing and communications expertise to help in the promotion and attractiveness of the qualifications with the right targeted branding.

The board agreed that there had not been enough discussion regarding coaching and that once a year the chair of the CTP should attend a board meeting. There is a clear potential to expand the coaching scheme and it should be a revenue generator for the organisation but additional investment is needed to make sure that more centres in England are linked into the coaching scheme.

8. GOVERNANCE REVIEW

JE gave an update following the AGM. He thanked all the board members for their support and help in the lead up to the AGM. He thanked GP for all his work on the governance review as this was his last meeting. JE outlined the next key steps and how essential it was to keep

the momentum going. The key areas that needed to be addressed are Key Committee, Regions, Individual membership & clubs and communication to the members.

TB, TF, BT to meet up on Tuesday 25th November at Vital to go through the information in detail. Deadline for a governance update to be sent out is 22nd December. This will then go out each month until the AGM so to keep all members informed.

JE asked GP to hand over all the documentation and write up the next key steps that we have to do before meeting on 25th November.

9. **BSS**

JE had met up with John Brewer and Mark Lund with Tony Willis and following this Tony Willis made a presentation to the BSS board. This was focused on have a broader family of strategies which would then be more inclusive of Alpine. The link between HN's and BSS is key to clarifying the alpine pathway and this needs to be coordinated as the Alpine Business group develop their plans over the next 6 months.

10. **KEY COMMITTEE REPORT**

All of the Key committees returned the report form that was sent out to them and there was some useful information held within them. TF had the following comments on each one

- 10.1 **Nordic,**
Some concerns expressed around the new SSE website and when this will be ready. This has now been updated with the Nordic information. On-going discussion around managing the content.
- 10.2 **Freestyle,**
No key issues for the board to deal with
- 10.3 **Alpine,**
Alpine will review their budget submission by the end of November and are still in the process of looking at the TOR. Lloyd has been asked to attend and present at the next board meeting.
- 10.4 **Schools & Youth**
2 key areas, 1 policy wording around the use of wrist guards and funding for a new skiway code video
- 10.5 **Coaching Technical Panel** (see above)

11. **FINANCE DIRECTORS REPORT**

- 11.1 BT presented the Q3 accounts which showed a healthy surplus for the year. While there was some additional costs to be accounted for in the last quarter it was felt that the end of year position would be at a similar figure. This would go some way to restoring the reserves following the investment the previous year.
- 11.2 TF presented the draft 2015 accounts. These are the initial responses from the KC so further analysis need to be done but an expected budget of 10K-15K surplus was expected. Final budget would be presented at the 2015 board.

12. RISK REGISTER

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

13. AOB

14.1 Alpine Squad Day, This was a success for the athletes attending but there were some lessons to be learnt from the day and discussion was held around this.

DATES OF NEXT MEETINGS

13 th January 2015	8.00 – 11.00 SportPark
12 th March 2015	4.00 – 7.00
5 th June 2015	8.00 – 11.00
3 rd September 2015	4.00 – 7.00
17 th November 2015	8.00 – 11.00

Action Points from Board meeting 18th November 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	Esskia/Schools review – Sub group to take this on and report back	RR, TB, BT, JE
5	TF and BT to meet and agree staff remuneration	TF & BT
6	Directors to feedback on annual plan and events calendar	All
7	Contact successful candidates for director roles	JE
8	Paper work to be sent out to successful candidates	TF
9	TF,BT and TB to meet up 25 th Nov and go through next steps on Governance	TF, BT, TB