

# ENGLISH SKI COUNCIL LTD

(t/a SNOWSPORT ENGLAND)

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Minutes of a Board Meeting held on Wednesday 21<sup>st</sup> November 2012 at 4:15pm  
at SportPark, Loughborough

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Present:           Jeremy Eaton           Interim Chairman  
                  Bryan Thomas         Finance Director  
                  Jemima Barnes         Director  
                  Andrea Grant          Director  
                  Geoff Parsons         Director  
                  Karen Richardson     Director (by conference call until 4:45pm only)

                  Tim Fawke             Chief Executive  
                  Peter Heath            Company Secretary

Apologies:       None

967       Jeremy welcomed Bryan and Geoff to the Board.

968       **Declaration of Interests**

            Geoff to complete declaration form & return to Tim.  
            Bryan reported that he is looking for someone to replace him as Chairman of Midland SC.  
            No new interests were declared.

969       **Approval of Minutes**

            The minutes of the Board meeting held on 3<sup>rd</sup> September 2012 were confirmed as a true and accurate record thereof and were signed by the Chairman.

970       **Matters Arising**

            797e   Child Protection Training – need meeting dates well in advance.  
            830d.   ESC Skiers' Foundation Trust – review objectives  
                  – Peter to send info to Jeremy & Geoff.  
            856.   Facilities strategy – Tim meeting Liz Behnke next week to progress.  
            959c   Governance review – see CEO report  
            961b   Squad debt recovery plan – see Finance report  
            963   ARC TofR & job descriptions – in progress  
            964   Nominations for BSS committees - complete

971       **CEO Report**

**a) Office**

            Julia's report received – no major issues.  
            As at 31<sup>st</sup> Oct, renewals up 7% on last year

## **b) Governance, Finance & Control Self Assurance**

Following our submission to Sport England last month, we have achieved a green traffic light score again this year.

Issues to be addressed:

Review of Articles to allow for open recruitment to Board

Working group to be set up.

Extend strategic planning to cover 4-8 years

Consider a rolling long term financial forecast

Consider including cash flow forecast in management accounts

These have been discussed with Bryan for implementation

Confirmation of Chief Executive's annual appraisal required.

Jeremy confirmed that he had completed Tim's annual review in July 2012.

Details of Anti Doping Policy required

Documents are published at: <http://www.snowsportengland.org.uk/rules-regulations>

Tim to get details of the current policy from BSS.

Geoff to discuss current requirements with UKAD

Board to sign up to current code as agreed by BSS & UK Sport and ensure that our published documentation is up-to-date

Confirmation of testing of the Business Continuity Plan required.

## **c) Whole Sport Plan 2013-2017 Submission**

Tim confirmed that the final stages of the submission had been completed and a decision was expected on 11<sup>th</sup> December. Based on the feedback received to date, he was optimistic that a total grant of £1.5M would be approved.

The Board asked Tim to document the lessons learned from the submission process to aid future submissions and our reporting back during the lifetime of the plan.

In a discussion on the information required by the Board to enable it to be most effective in supporting the organisation, the following points were noted:

SSE has two major stakeholders – its membership & Sport England providing £442k and £253k income in 2011 respectively. Each has very different roles and needs.

We need to keep our members well informed on the project – what we are trying to achieve in partnership with Sport England to increase participation and membership, our targets and achievements to date.

We should also explain our service goals for existing members – activity targets and achievements; our goals and support for the National squads in each discipline – information which can be used to attract potential members.

Agreed that, for the next Board meeting, Tim should draft a list of KPIs based on the Whole Sport Plan 2013-2017 and the SSE Strategic Plan 2011-2014. Gathering the data to report achievement against the targets may take more time.

Aim to have KPI report available four weeks before each Board meeting – allowing time to prepare the Board's focus for agreement at the meeting.

This will help Board members to understand where we need to concentrate our resources, and to be better informed when promoting SSE to the public and to our members.

To reflect the importance of both membership and Sport England activities, it was proposed that membership (Depts 1-8) be reported separately from Sport England (Dept 9) in the accounts – each with their own P&L and Balance sheets. Bryan to consider the practicalities of this proposal.

Subject to confirmation of the 2013-2017 grant, the Board approved the proposed staffing structure:

Development Manager (existing SDO) – to manage the whole plan

Four Development Officers (two existing, two new)

Talent Development Manager (currently contracted to March 2013 only)

Kirsty to go full-time to provide additional admin support to the Development Officers.

The extended governance requirements suggest the need for a trained Company Secretary.

Tim to seek out suitable training courses.

#### **d) BSS**

Tim reported that he, Jeremy and Chris Exall have been appointed for the Home Nations Committee, together with Robin Kellen and Ian Fawcett from Snowsport Wales. The next stage is to elect 3 HN reps to each of the Discipline Committees.

#### **e) Central Services Budget**

The draft 2013 CS budget was submitted for approval. This is based on the 2012 budget layout & is subject to some coding changes, and will need to be reviewed following the Sport England grant decision in December.

It was noted that most of our non-grant turnover relies largely on member clubs promoting the competitions and courses organised by the Key Committees. Direct promotion by SSE to the public and individual club members remains an issue. Following the communications review tabled in April 2011, The Piste magazine was stopped and the new web site commissioned, but work is outstanding on other recommendations. See item (j) below.

The office has the facility to e-mail all registered performers – available to Key Committees on request, but does not yet have access to all club members.

It was noted that the budget includes the proposed office staff salaries. The Board agreed that the Vice Chairman be responsible for staff matters – employment contracts, salaries etc., with the Board agreeing the overall wage bill for the following year at the September Board meeting. Pending the appointment of a new Chairman and Vice-Chairman, it was agreed that Jeremy take on this responsibility.

For 2013, the salary pot is to be approved at the next Board meeting incorporating any changes required following the Sport England grant decision.

Subject to the above review, the Board approved the 2013 Central Services budget.

#### **f) Grant Terms & Conditions**

The Board accepted the grant terms and conditions which will need to be signed by Tim and the Chairman to accept the 2013-2017 grant.

#### **g) Nominated Board member for staff to contact**

Vice Chairman to be the nominated Director – also covers whistleblowing. As in [e] above, Jeremy to take on this role pending the formal appointment of a Vice-Chairman.

#### **h) Appointment of Equality Director**

The Board appointed Jemima to succeed Nigel as Equality Director. Before the next Board meeting, Tim to identify a suitable training course to help her develop the necessary skills for this role. The Board recognised that an important part of this role is to ensure that SSE defends and exercises its National Governing Body rights and responsibilities towards people with a disability.

#### **i) Links to Key Committees, Regions, ESSkiA, BUSC**

Prompted by the need to identify Nigel's successor for the Schools Committee, it was noted that some other links have become less effective. The current principle is that a Director is assigned to each Region and Key Committee. While not expected to attend every meeting, the assigned Director should maintain contact with the relevant Chairman. Following the changes in Board membership, this allocation needs to be reviewed. It is not acceptable nor practical to expect Tim to attend all committee meetings. Further discussion required.

#### **j) Communication**

As part of the Communication Plan, Tim sought approval to publish an annual review at the end of the snow season – both in print and as an online book with links to videos. Target audience and circulation of printed copy to be determined. The cost will be covered within the agreed CS marketing budget, though advertising revenue is unlikely in the first year. Proposal agreed.

#### **k) Governance**

Tim proposed a governance working group to review the Memorandum and Articles. The last major review was in 2004. The new review should take into account:

Sport England's governance requirements as detailed in the governance action plan  
The Companies Act 2006

[Sample Articles for an NGB and guidance notes by Farrer & Co](#)

The existing M&A are available for download at:

<http://www.snowsportengland.org.uk/files/download/994>

We have committed to completing the review in time to present the revised Articles for members' approval by special resolution at the 2013 AGM.

Agreed that Geoff work with Tim to set up an away-day for Board, Council and other interested parties with an experienced facilitator – to understand what we want to achieve and why, to agree the organisational structure best suited to deliver our objectives.

It was noted that using legal assistance to produce the new articles could be very costly. We should seek pro-bono assistance via Sport England or the Sport & Recreation Alliance.

#### **l) Strategic Plan 2011-2014**

The plan was submitted to Sport England as part of the Whole Sport Plan application and includes five key objectives:

- **Increase Participation** – provide a pathway to increase participation by supporting, identifying, encouraging people from all backgrounds, ages and abilities ensuring that people have access to our sport
- **Clubs and coaching** – provide quality coaching for people of all ages from introduction to elite levels through a structured progressive programme delivered through a network of excellent clubs
- **Develop Talent** – allow our participants in all disciplines to meet their potential and feed into the GB performance structures
- **Marketing, Communication and partnerships** – using our networks within and outside the sport, ensure that there is a strong voice for snowsports which encourages people to engage and remain in the sport
- **Governance** – remain a well managed, effective and financially sustainable organisation

Measurable targets are now required for each objective so that we can report progress against the targets on a regular basis. These need to be selected carefully so that we can concentrate our efforts on delivering them to achieve our objectives.

Noted that future strategic plans should cover an 8 year period.

#### **m) British Sports Marketing Bureau (BSMB)**

Tim briefed the Board on a proposal from Sir Keith Mills (Deputy Chairman of LOCOG) to establish BSMB as a neutral broker to negotiate multi-sport sponsorship contracts on behalf of sports governing bodies and to service the contracts for a % commission. The Bureau will only be established if sufficient NGBs sign a memorandum of understanding. The Board were interested in the proposal and asked Tim to pursue this to the next stage.

#### **n) 2013 Events**

Tim listed the events he plans to attend next year. Rather than visit the same events every year (and largely the same people), he is selecting some events to meet new people.

The Board agreed in principle to Jeremy's proposal for Tim to attend the 2014 Winter Olympics. It is likely that some SSE registered athletes will qualify. Tim/Jeremy were asked to write an outline brief of what we aim to achieve there with likely costs for Board approval. In the meantime, Tim to make a provisional booking.

### **972 Finance and Admin**

#### **a) Finance Report and Accounts to 30<sup>th</sup> September 2012**

Bryan tabled a departmental summary of the 9 month accounts – P&L and balance sheet. These show a year-to-date surplus of £2,667 (0.5% of turnover) and include a further £10k alpine squad debt provision. Part of this will be replaced by credit notes. Bryan to report in more detail when he has completed his review of debts.

The detailed accounts are available in the KCL Reference Dropbox.

It was noted that most bank charges relate to online and POS receipts – race entries, membership, courses etc.

Bryan forecast a break-even position for the year end.

Following a review of our accounting procedures, Bryan proposed & the Board agreed the following:

Management accounts to be produced quarterly instead of monthly. Data input will continue weekly/monthly, but the period end adjustments will now be done quarterly.

HSA to be asked to review the accounts before circulation (previously done by Jennifer)

Produce separate reports (P&L and BS) for Dept 9 (Sport England) and Depts 1-8 so that the SE grant does not mask the membership position.

Cash flow forecast to be added. Sage can provide this if the relevant data has been input.

Long term forecast required – probably 3 years.

Partial VAT exemption to be reviewed

#### **b) Approval of CS Budget 2013**

See minute 971e above

### **973 Update on Board Composition**

Jeremy again welcomed Geoff and Bryan to the Board.

Geoff competed in the 1988 Olympics High Jump, is now Chairman of By Design Group Ltd and joins the Board as an independent member.

Bryan is a Chartered Accountant and joins the Board as Finance Director. He is also Chairman of Midland Ski Club.

Following Dan Hardie's absence from four consecutive Board meetings (including this meeting) and the AGM despite written warnings from Jeremy, the Board agreed to invoke the provisions of Article 60 and deem Dan to have resigned from the Board. Jeremy to confirm this to Dan by registered post.

Jeremy updated the Board on the search for a new Chairman. Our preferred candidate is awaiting a decision on another post (expected in December), so is unable to confirm his availability at present.

After some discussion on different options, the Board agreed that if our preferred candidate accepts the other post, Jeremy to ask Sport England to suggest suitable candidates for our consideration. Ideally, we need an experienced Chairman and a Vice-Chairman who could take over as Chairman after a few years.

**974 Key Committees**

**a) Minutes**

The following Key Committee minutes were received:

Alpine Racing 13<sup>th</sup> October 2012  
Freestyle 8<sup>th</sup> October 2012

Geoff suggested that we ask the Development Officers (& Talent DO) to attend occasional Board meetings to give a short presentation to the Board on their activities and give their views on SSE's wider activities.

**b) Team England**

Jemima reported on the Alpine Team selection and support provided to date.

Ian Findlay is taking forward the request made at the AGM for the support services (physiotherapy, psychology, fitness testing etc) to be made available to other disciplines. It was proposed that the new support team should report direct to the Board via Jemima. Anti-bullying policy/statement to be published.

Alpine Selection Criteria to be reviewed for 2013/14 season. It was noted that the criteria for a development squad need to consider potential as well as current performance/skill.

**975 British Ski and Snowboard**

See Minute 971d

**976 AOB**

None.

**977 Next Meetings**

Tim to circulate a list of possible dates for quarterly meetings next year.

**POST MEETING NOTE:**

Confirmed dates:	Tuesday 5 <sup>th</sup> March	3pm-7pm Sport Park
	Monday 13 <sup>th</sup> May	3pm-7pm Sport Park
	Tuesday 6 <sup>th</sup> August	3pm-7pm Sport Park
	Monday 4 <sup>th</sup> November	3pm-7pm Sport Park

Board Away Day	Monday 22 <sup>nd</sup> April	Arrive Sunday evening - Loughborough
AGM	To be determined	Sport Park

There being no further business, the meeting ended at 20.45