

# Snowsport England Ltd

Minutes of a Board meeting held on Tuesday 13<sup>th</sup> September 2016

10.00 – 13.00

Sportspark, Loughborough

## Present:

JE	Jeremy Eaton	Chair
BT	Bryan Thomas	Finance Director
TB	Tania Barton	Director
CS	Chris Shelley	Members Director
GW	Gareth Wynn	Director
SM	Stuart Maclean	Director
EC	Elly Cockcroft	Director
AE	Alison Eyre	Director (from point 6, by conf. call))
TF	Tim Fawke	Chief Executive / Director
JH	Jamie Horner	Observer
RB	Rose Benson	Observer

## Apologies:

### 1. NOTICE, QUORUM AND CHAIR

The Chair reported that due notice of the meeting had been given and that a quorum was present.

### 2. DECLARATION OF INTERESTS

Directors present confirmed that they had no direct or indirect interest to further declare as required by section 177 of the Companies Act 2006 and our Articles apart from CS who had accepted a position as M D designate at PCME Ltd.

### 3. **MINUTES OF MEETINGS HELD ON 12<sup>TH</sup> JULY 2016**

These Board meetings were agreed and signed as a true and accurate record.

### 4. **MATTERS ARISING FROM MEETINGS HELD ON 12<sup>TH</sup> JULY 2016**

- Action point 1 – Skiers Trust. TF to draft a statement of disclaimer
- Action point 2 – On going – see item 8.2 below
- Action point 3 –BSS proposed new articles will change the procedure for nominated names to their committees
- Action point 4 – Complete
- Action point 5 –NO has resigned and this has been accepted by the board. See clause 6.3
- Action point 6 –On going – decision on the provider for the date base/CRM system will be made in October.
- Action point 7 – Complete
- Action point 8 – Complete
- Action point 9 – On going, see clause 11
- Action point 10 –Complete
- Action point 11 –Complete
- Action point 12 –On going

### 5. **BOARD SAFEGUARDING TRAINING BY CPSU**

Sally Proudlove presented the key responsibilities the board directors have in regards to safeguarding. There was a good discussion around how effective we are at club level and ways this could be improved

Following this, TF suggested that Bridget Owen, our **Lead Officer** be invited to the board to give an overview of the policies and procedures we have in place so the directors are fully informed.

### 6. **SSE DIRECTORS**

Following the resignation of NO which had been acknowledged and accepted, the board wished to extend to him sincere thanks for his contribution as a director.

Potential future director recruitment, JE gave an outline of the director recruitment process and reported on the high calibre of applicants.

JE informed the board of GW's intention to resign from the board in due course.

JE gave a brief overview of two applicants not present, Ian Davies and Chloe Target Adams. Jamie Horner and Rose Thomson in attendance gave a brief resume of their experience and skills.

Following this meeting further discussions would take place and agree if the individuals noted above would like to be offered appropriate director roles .

6.1 Board induction  
TF presented a board induction checklist for board consideration.

6.2 AGM /recent issues

JE gave a brief overview of the governance review process in 2014, noting that it was made clear at that time that there would be some further amendments needed to the Articles as part of an ongoing process.

In August 2016 Nick Ogden (NO) raised a compliance concern regarding the articles relating to data collection, membership records and ability to vote. This was passed onto our lawyers Brabners, who had drafted these updated articles for their comment and advice.

Following lengthy consultations within the board and advice from our lawyer' the board voted and decided unanimously to defer the AGM fixed for the 17<sup>th</sup> September 2016 until May next year so that the article amendments and member records can be fully reviewed and amended as required. To achieve the required article changes it was agreed that a working group including a legal adviser would be set up immediately to recommend the required amendments. The draft resolutions would be tabled at the rescheduled AGM for approval.

Regarding membership records and voting procedures this delay to the AGM would allow that SSE staff time to collect, verify, record and register validated membership data and also put in place a valid and efficient voting procedure for all registered members.

TF was asked to issue this statement immediately and to keep the membership informed in a timely way of the progress being made.

## **7. CEO REPORT**

7.1 Sport England funding update

TF presented his report and gave an overview of the SE funding process so far.

The timeline is that SE will have board meetings in November, December and February 2017. We have enough time to implement any changes required to staff structure by the end of our current funding which is 31<sup>st</sup> March 2017.

7.2 SSE strategy

TF confirmed that good progress was being made with board approval being sought at the November 2016 board meeting.

7.3 SSE self-assurance

The annual self-assurance is due by the 31<sup>st</sup> October 2016. A board conference call will be required to sign this off and agree the appropriate levels (Full/Reasonable/Limited/None) for each sub category listed

#### 7.4 Company Secretary

It was confirmed that Claire Pennell (Operations Manager) would take over the company secretary role from Karen Richardson.

#### 7.5 Staff update

Will McGlynn has handed in his notice due to a change in his personal circumstances. The board would like to thank Will for all his excellent technical work.

Technical committee

Martin Tomlinson will be standing down as Chair of the School Technical committee. He has proposed that Gerry Wigglesworth to take over from him.

#### 7.6 BSS

##### (a) BSS AGM and changes to articles

TF went through the key points that BSS are proposing in their article change.

##### (b) Funding initiatives

The new BSS charity will be launched on the 22<sup>nd</sup> September 2016.

### 8. CHAIRMAN'S REPORT

#### JE PRESENTED HIS VERBAL REPORT

##### 8.1 Chair advert

JE had been working with TF on the job description and advert for the new chair role which he would circulate later this week to the board.

### 9. FINANCE REPORT

##### 9.1 2015 audit – There had been a minor issue with the page numbering on the accounts but these had been amended and the correct version is now up on the website.

The board formally approved the 2015 accounts and these would now be signed and filed at Companies House.

##### 9.2 2016 accounts

BT presented his half-report and accounts summary to the board. These reported the surplus at 52.1% of the original budget. Due to unexpected and unbudgeted costs noted in the report it is expected that there will be a reduced surplus at the end of the year to budget. This will be range from £0-5k.

## 10. GOVERNANCE

The governance meeting covered the following items

- 10.1 TOR - Discussion was had around the TOF and TF would complete these for the following governance meeting
- 10.2 Key Committee (KC) reports. Reports had been received from Youth Development and Alpine Race committees.
- 10.3 Ryan Grewcock has prepared a work force development plan and it would be beneficial for this to be presented to the board before being launched.

## 11. AOB

### CONFIRM DATE AND TIME FOR NEXT MEETINGS

16th November 2016 16.00 – 19.00 Loughborough

Dates for 2017 – Meetings planned for Jan, March, May, July, Sept, Nov. TF will circulate dates before next board meeting.

### Action Points from Board meeting

Action Log – priorities are in **bold**

	<b>Details</b>	<b>Action</b>
1	Skiers Trust Publish a disclaimer	TF
2	SSE 2017-21 strategy - on going development, sign off at November board.	TF
3	BSS AGM nominations procedure	TF & JE
4	Database / CRM system It company to contract with	TF, EC, CS,
5	Governance committee and TOR	TF
6	YDC to put proposal back to the board on how to progress relationship with ESSKIA	YDC
7	Board induction day to be set up and coordinated	TF/leadership team
8	Working group put in place to oversee compliance with articles and voting process for next AGM	TF
9	SSE self-assurance – TF to chase up current action highlighted in red and then coordinate a board call to sign off self-assurance	TF
10	Get Claire Pennell access to company house and any appropriate training	TF

11	Chair advert to be circulated to the board and SE	JE
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