

Snowsport England Ltd

Minutes of a Board meeting held Tuesday 16th May 2017

10.30 – 17.00 Sportpark, Loughborough

Present:

JH	Jamie Horner	Chair
BT	Bryan Thomas	Finance Director
AE	Alison Eyre	Director
SM	Stuart Maclean	Director
EC	Elly Cockcroft	Director
CTA	Chloe Targett-Adam	Director
ID	Ian Davis	Director
TF	Tim Fawke	Chief Executive / Director
JD	Jan Doyle	Head of Development
CP	Claire Pennell	Operations Manager
CS	Chris Stroud	Members Director (Joined post AGM)
MD	Mike Danbury	Members Director (Joined post AGM)

Apologies: None

1. NOTICE, QUORUM AND CHAIR

JH 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.

3. MINUTES OF MEETINGS HELD ON 21ST MARCH, 12TH AND 20TH APRIL 2017

The minutes of the above Board meetings and nomination committee were agreed and signed as a true and accurate record.

4. MATTERS ARISING FROM PREVIOUS MEETINGS

4.1 Action 1: On going – update on meeting with SE on measurement and targets. On agenda

- 4.2 Action 2: All paper work will be completed post AGM and including member directors
- 4.3 Action 3: Completed – Director rotations approved (appendix A). Will be communicated to SE and put up on SSE website
- 4.4 Action 4: JH has now spoken to all directors and the roles are as follows. BT - Finance Director, AE – Alpine Squad / Dryslope ambassador, EC– Commercial, SM – Communications, CTA - Legal, ID -Governance
- 4.5 Action 5: On going – TF and JH to open up opportunities for all clubs to have calls.
- 4.6 Action 6: Working group on committee structure to be set up. Not complete
- 4.7 Action 7: 4-year company forecast based on awarded grant, revised organisation and staff proposal. Not Complete
- 4.8 Action 8: Remuneration committee TORs Not Complete
- 4.9 Action 9: Action plan on diversity within the sport Not Complete
- 4.10 Action 10: Next steps on board effectiveness work with Cognosis and documents for AGM. On agenda
- 4.11 Action 11: Convene nominations committee to appoint full time Chair. Completed
- 4.12 Action 12: Publication of new safe guarding statement and policy. Not Completed
- 4.13 Action 13: Communication with committees, regions and clubs in regards to including safe guarding on all agenda's. On going
- 4.14 Action 14: Update board following meeting with Farrer & Co Completed
- 4.15 Action 15: Scheme of delegation. Not completed

5. CHAIRS REPORT

JH thanked CP and the office for the huge amount of work they have done for the AGM.- JH had spoken to Gareth Vogan regarding the communications for the AGM and was impressed by his understand and ideas.

JH update the board on meeting with Victoria Crampton and EC regarding the commercial strategy and Olympic initiative. TF to circulate Olympic initiative.

JH, TF and BT had met up with Tom Bruce, our lawyer, and gone through the AGM presentation.

6. AGM

CP updated the board on proxy votes held and the numbers coming to the AGM

TF reported that Sport England and BSS had become involved in our governance review and been supportive of the new articles so as to comply with the new governance code.

Tom Bruce joined the meeting and went through his AGM presentation followed by TF who gave an overview of the AGM presentation which was approved by the board

7. SPORT ENGLAND TARGETS AND MEASURES

TF and JD attended a Sport England meeting on the 10th May to go through their requirements. This should be finalised by the 7th June releasing the 2nd grant payment.

8. COMMUNICATIONS STRATEGY

SM updated on key points from communication strategy meeting with Gareth Vogan, Betony Gardner, TF and CP which must be linked with the commercial work.

9. CEO REPORT

TF presented his report and highlighted the following areas

9.1 CRM

The current membership system has gone down and we are in urgent discussions with the new provider and how quickly they can move ahead with new system that has been planned.

9.2 Follow up on Board evaluation and effectiveness - Board away day. Cognosis have recommended an "away day" to address the issues raised in their report and it was agreed that this would take place later in the year but in a more cost effective way.

10. SAFE GUARDING

As requested, Bridget Owen provided a safeguard report. It recommends that a board member takes on the role of being the safeguarding champion and CS would fit the bill if elected as a member director.

11. FINANCE REPORT

BT had reviewed the budgets for 2017 following the SE 2017/2021 grant award and predicts that we should make a small surplus this year excluding exceptional costs. BT and TF will now complete the five year forecast requirement 2017/2021.

The 2017 1st quarter accounts are not yet finalised as we have only just had the initial drafts through but will be available for the June board meeting. Future quarterly accounts will be available within 6 weeks of the quarters closing.

12. RISK REGISTER

The risk register was reviewed and a number of amendments made

MEETING ADJOURNED FOR AGM 1.00 – 4.30

13. MEMBER DIRECTOR

JH welcome CS & MD to the board following their appointment as member's directors by the AGM. There was by a clear mandate in their favour with over 90% of the vote.

TF to contact CS and MD and get an induction day planned before next board meeting and CP to send invites to them for board meeting until end of the year.

14. AOB

CONFIRM DATE FOR NEXT MEETINGS

- 27th June 2017
- 26th September 2017
- 22nd November 2017

Action Points from Board meeting

	Details	Action
1	Populate strategic target sheet to be completed in line with SE strategic outputs deadline August	TF/JD
2	Completion of all paper work for new directors	CP/CTA/ID/JH
3	JH & TF to work through membership engagement plan & document on calls to be circulated to the board	TF & JH
4	Working group on committee structure to be set up, still outstanding	TF
5	Revised 4 year company forecast	TF BT
6	Remuneration committee TORs	TF
7	Action plan on diversity within the sport	ID, TF, JD, CP
8	Publication of new safe guarding statement and policy	BO
9	Scheme of delegation	TF, ID
10	Circulated document outlining Olympic initiative	TF
11	SM to support Gareth and report back at each board meeting	SM

12	Update board on IT issues	TF/CP
13	Plan board away day	TF, JH
14	Update risk register	TF
15	Induction day for CS, MD and access to board documents etc	TF, CP

Appendix A- Director Appointments and Terms

Name	Role	skills	Appointed	Term
Jamie Horner	Chair	Legal / commercial	2017	3 years 2020
Bryan Thomas	Finance	Finance	2012	3 years and 3 years 2018
Stuart Maclean	Director	Sport / communication	2015	3 years - 2018
Elly Cockcroft	Director	Marketing / commercial	2015	3 years - 2018
Alison Eyre	Director	Finance	2015	3 years - 2018
Chloe Targett - Adams	Director	Legal	2016	3 years 2019
Ian Davies	Director	Governance	2016	3 years 2019
Chris Stroud	Members Director	Snowsport / coaching /schools	To be appointed 16 th May	3 years - until 2020
John Michael Danbury	Members Director	Snowport / facility / IT	To be appointed 16 th May	3 years - until 2020
Tim Fawke	CEO/Director		Director as long as in CEO role	