

Snowsport England Ltd

Minutes of a Board meeting held on Monday 21st March 2017

14.00 – 17.00 Lord's Cricket Ground, London

Present:

JH	Jamie Horner	Interim Chair
BT	Bryan Thomas	Finance Director
AE	Alison Eyre	Director
SM	Stuart Maclean	Director, conf. call
EC	Elly Cockcroft	Director
CTA	Chloe Targett-Adam	Director
ID	Ian Davies	Director
TF	Tim Fawke	Chief Executive / Director
CP	Claire Pennell	Operations Manager, conf.call
JD	Jan Doyle	Head of Development, conf, call
DC	Duncan Campbell	Cognosis (Observer)
BO	Bridget Owen	Safeguarding Lead (until item 6)

Apologies: None

1. NOTICE, QUORUM AND CHAIR

The 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.

BT confirmed he would be standing down as chair of Midland Ski club after seven years which he had previously declared to the board.

3. MINUTES OF MEETINGS HELD ON 23RD JANUARY 2017

The minutes of the above Board meeting was agreed and signed as a true and accurate record.

4. MATTERS ARISING FROM PREVIOUS MEETINGS

4.1 Action 1: Cognosis, complete following engagement process by all directors

- 4.2 Action 2: SE grant, ongoing, to confirm strategic output from SE, needs to be completed before August
- 4.3 Action 3: Directors contracts, paperwork needs to be completed together with appropriate rotational terms. TF to complete
- 4.4 Action 4: Directors roles, ongoing but further clarity on strategy so Directors can take on key elements
- 4.5 Action 5: Membership engagement, ongoing, see Item 6 Chair's Report
- 4.6 Action 6: SE grant outcome, complete and on agenda
- 4.7 Action 7: Governance code action plan, completed and on agenda
- 4.8 Action 8: Strategy meeting planned with BSS, SSS, SSW .See Item 10.2
- 4.9 Action 9: Committee structure, not completed
- 4.10 Action 10: Completed

5. SAFEGUARDING

SSE's Lead Welfare Officer Bridget Owen fully updated the Board. It was agreed that all committees within SSE should at every official meeting have safeguarding on the agenda and BO will supply a check list to be circulated and referred to.

The Board requested BO issues an update for each Board meeting on on-going cases and be in attendance once a year, to revise the safeguarding policy statement and also produce a poster to be distributed to all clubs and facilities.

6. CHAIRS REPORT

JH thanked EC and the MCC for hosting the board meeting.

JH congratulated and thanked all the staff and volunteers that helped to organise and run the highly successful English Alpine Championships.

JH and CTA attended a very worthwhile dinner at Farrer & Co, JH to circulate a useful one pager hand-out.

JH and TF have commenced club calls. An ongoing report of the calls would be circulated to the Board.

7. STAFF STRUCTURE

TF updated on the recent funding award and the key changes required to the organisation and staff structure. Following a full discussion this was agreed by the Board.

The 4 year company forecast needs further consideration which TF will do in partnership with BT.

8. GOVERNANCE CODE FOR SPORT

ID presented his report which had been completed with TF. Key points that need consideration and attention are listed below link with the respective Code of Governance numbering

STRUCTURE

1.10 Once the Cognosis work is completed, SSE will develop the matrix which will be refreshed annually for agreement by the Board. The Board is asked to note this.

1.11. The key word is 'unfettered'. The principle of individual Board Member responsibilities is acceptable but it must be defined and prescribed by a scheme of delegation to be agreed by the Board. Then Board is asked to formally recognise this and to note that a scheme of delegation is being prepared for its approval.

1.13. SSE Directors can serve for a maximum of 2 x 3 year terms. Whilst this is not one of the options identified by Sport England it is considered to be compliant. The Board is asked to confirm that no change is to be made.

1.15. Tim will be checking whether this requirement is already contained within SSE Articles. If it isn't then the Board is asked to authorise the necessary amendment to those Articles.

1.17. The Board is asked to formally note this requirement, which will also be confirmed by the work being undertaken by Cognosis.

1.19. The Board is asked to confirm its agreement to a change to the Articles to reflect this requirement.

1.20. Sport England's Governance Fact Check document makes it clear that the Senior Independent Director cannot be the Chair. The Board is therefore asked to make an interim appointment to this position which will be reviewed on completion of Cognosis's work and once additional Directors have been appointed to the Board.

1.23. SSE does not have an Audit Committee and this may be regarded as a serious omission by Sport England. Accompanying this report are Terms of Reference for the Audit Committee. The Board is asked to agree to the establishment of an Audit Committee based on the Terms of Reference.

SSE also does not have a Nominations Committee, to agree the appointment of new Directors. Given the size of SSE it is not considered that a stand-alone Committee is warranted and the Board is therefore asked to agree that the full Board will fulfil this role.

PEOPLE.

2.1, 2.2 and 2.3. The SSE Board more than meets the gender mix requirements but clearly does not demonstrate the wider diversity requirements. These are clearly important areas and SSE needs to be able to demonstrate that it is taking them seriously. The Board is asked to proactively agree to all of the requirements and to also to agree to work being undertaken (to be reported back to a future Board meeting) that will review and improve how SSE works and promotes itself in relation to gender and diversity issues. It should also be noted that Sport England will require an annual report on progress.

2.4. SSE is already compliant but the Board is asked to note that this will be made explicit following completion of the Cognosis work.

2.7. In relation to Board membership, SSE already has effective succession planning in place in that Directors are limited to 2 x 3 year terms. In relation to senior management the Board is asked to agree that the CEO monitors the situation and reports to the Board as appropriate.

2.8. See 1.13

2.13. SSE is already broadly in compliance but a report will be brought to the next Board meeting setting out the Terms of Reference of the Remuneration Committee in order that this can be demonstrated.

COMMUNICATIONS.

3.4. The Board is asked to confirm that once the new members Director has been appointed, they will have the responsibility to engage and report back from our membership

3.5. The Board is asked to agree that the CEO will undertake a survey of staff and key volunteers using appropriate means and report the results to the Board annually. Any top level information will be passed to Sport England.

STANDARDS.

4.1 and 4.2. SSE does not explicitly meet these requirements and, because of changes, there hasn't been such a review for over 12 months. However, the Board is asked to note that the Cognosis work will more than meet the requirements and also to agree that a robust, external review be undertaken every 4 years thereafter.

POLICIES.

In relation to Strategic Risks, SSE meets the requirements in that it receives a risk analysis at each meeting as part of the CEO report. In relation to Operational Risks, the Board is asked to note that the CEO will henceforth be developing an Operational Risk Register for his own use.

The board agreed all the points stated in ID's report and the following points should be noted

Appointment of Senior Independent Director (SID). The board unanimously agreed to appoint AE.

Audit committee. The board unanimously agreed to appoint BT (chair), ID and AE and also approved the TORs for this committee.

Remuneration committee would consist of JH, BT and TF. TF to draft the its TORs.

Diversity across the sport. **This is not just the Board and needs to the organisation and our sport.** Agreed that ID would work with Operation Team for action plan on this.

9. COGNOSIS – BOARD EFFECTIVENESS

Duncan Campbell from Cognosis presented their report from the board effectiveness project which included both interviews and a survey. The initial findings were encouraging but short of the bench-mark required to be rated as a HPNGB. It was recognised that with the recent board changes and new governance code for sport work needed to be done, but much of this was work was already in hand and being formally recorded.

10. AGM WORKING GROUP

The consultation period on the articles had been completed and we have received a number of comments back from 6 members. After this meeting Tom Bruce from Farrer & Co is attending to agree any changes felt necessary.

Work is on-going to collect the membership data from clubs so that members can vote at the May AGM. The deadline for collection is 7th April and any clubs that do not provide this data on time will mean their members are not eligible to vote.

The two nominations for members director were considered by the board in their capacity as nomination committee and both candidates were approved to be put forward to the membership at the AGM. Discussion around the possibility to have both nominations was discussed. This would be raised with the lawyers later.

11. CEO REPORT

11.1 Discussion was had regarding an outstanding invoice for Isvision. As it is unclear on the work being claimed for and that there was no financial agreement in place it was further agreed that this would not be paid.

11.2 BSS – strategy meeting fixed on the 26th April with BSS, SSS, SSW to discuss clear roles and responsibilities between the organisations.

11.3 Risk Register – Following a review, a number of amendments to the risk register were made.

12. FINANCE REPORT

12.1 2016 Account - BT presented the draft/unaudited accounts and his report to the Board which look like indicate a breaking even bottom line. The audit will commence shortly.

12.2 Regarding the Treasurer Policy statement this will be updated for the next board meeting with the authorisation of expenditure levels having been reviewed. Tight costs control in 2017 is required.

12.3 4 year forecast. BT expressed some concerns and would work through these with TF to make sure we can be confident and prudent in these forecasts.

13. AOB

Chair role – It was agreed that the role of chair should be agreed before the AGM as the interim title does not provide clarity or stability for the organisation. The nominations committee would need to meet and agree this proposal for the Board.

CONFIRM DATE FOR NEXT MEETINGS

- 16th May 2017 also AGM will be held in the afternoon
- 27th July 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	Rotation of directors	TF
4	JH to call all directors and discuss board roles	JH
5	JH & TF to work through membership engagement plan & document on calls to be circulated to the board	TF & JH

6	Working group on committee structure to be set up, still outstanding	TF
7	4 year company forecast based on awarded grant, revised organisation and staff proposal	TF BT
8	Remuneration committee TORs	TF
9	Action plan on diversity within the sport	ID, TF, JD, CP
10	Next steps on board effectiveness work with Cognosis and documents for AGM	JH, TF
11	Convene nominations committee to appoint full time Chair	TF, AE
12	Publication of new safe guarding statement and policy	BO
13	Communication with committees, regions and clubs in regards to including safe guarding on all agenda's	TF
14	Update board following meeting with Farrer & Co	TF
15	Scheme of delegation	TF, ID