

MINUTES

Of the meeting of the **British Water Ski & Wakeboard Advisory Council** held on **Thursday 17th September 2015** at the **British Marine Federation, Egham.**

1. To record attendance and apologies for absence.

Present:

Patric Foley-Brickley
Steve Sopp
Peter James
Nick McGarry
Alex Dobson
Rose Tranah
Martin Winter
Gareth Turnbull
Colin Slater
Andy Harris
Tony Green
George Hazelwood
Owain Harrison

Patrick Donovan

Apologies:

Roy Collins
Andrew Cordery
Derek Blackmore
Stuart Hills

Penny Clifton
Justine Naylor

2. To approve the Minutes of the meeting held on 18th January 2015.

The minutes were reviewed, seconded by Steve Sopp and approved.

3. To note items for AOB.

None recorded.

4. Chairman's Update.

Patric FB welcomed everyone to the meeting and in particular thanked those who had travelled from afar to today's important meeting. He outlined the refined governance system within the organisation in terms of the roles of directors and how these had been aligned to mitigate risk, ensure continuity together with purposeful progress across the key areas of Development, Excellence, Governance, IT, Risk Management and Finance. Each area furthermore had input from an independent director and support from senior staff.

During the meeting Patric outlined a number of key areas of the work of the Board over the current year to include a review of the magazine (thanks to Penny for her input in this area), meeting the requirements of our funding partners in terms of evidencing sound governance, meeting key milestones and targets re our funding streams and a review of the work of Excellence and Development. Furthermore the review of our structure and articles of association were key in supporting what was a highly successful and dynamic sport and a governing body that was one of the major players under the umbrella of the International Water Ski & Wakeboard Federation.

A note of thanks was recorded for Robin Nichols on his deserved MBE announced in the Queen's birthday honours list in recognition of his service to disabled water skiing. This would

be further highlighted at the next AGM.

Additionally condolences and heartfelt sympathy to the family and friends of Andy Mapple; the sport had lost a true icon and inspirational figure within the sport. A note of thanks to Steve Sopp for taking time out of his very busy work schedule to attend the overseas service and represent BWSW.

5. Finance Update.

Peter James circulated a comprehensive document to provide overview of the finances for background information. The company was solvent, had a strong balance sheet in terms of assets and had recorded a surplus for the 2014-15 financial year end on general activities of £20K. A review of the finance function within the organisation had led to the conclusion that the controls in place were fit for purpose however it was recognised that there could be some improvements in terms of reporting clarity. He had introduced summary Board written financial reports which provided a concise and digestible overview of income and expenditure to date against budget. For the current year the key point highlighted was that income and expenditure were broadly in-line with budget expectations at this stage in the year. Membership income was slightly better than budgeted however the budget reflected a decline on the prior year and there was an element of indexing for inflation. Currently the BWSW finance function was carried out by an outsourced service rather than a staff member however on the whole and taking into account the pros and cons this was working well.

6. Excellence & Development – a comprehensive written report was circulated prior to the meeting. Nick and Alex provided an additional overview of the activities and plans for the autumn leading into next season including refining Cutting Edge and Coaching. There was also an aim to bring Wakesurf into the fold as well as a revamp of driving (SBD1) and building a stronger connection with harbourmasters.

7. Articles of Association & Related Matters.

i) Advisory Council role – the Advisory Council would remain defined in the articles however with an enhanced alternative role. Additionally there would be a terms of reference (draft pending) which would detail the role and objectives of the Advisory Council. It was highlighted that the Council would indeed be **advisory** (in the current articles the Advisory Council was simply an electoral college and had **no** advisory role or other major function). In terms of the appointment process to the Advisory Council it was made clear that this was a “bottom up” process from within the sport; the “disciplines” of the sport (areas of activity which would include boat owning and recreational) would appoint their representatives. In terms of good governance and transparency the Board would have no hand in this appointment process; the Advisory Council would act as a representative body from within the sport and act in an advisory capacity to the Board.

The overall aim was to restructure the association to align it with the way the sport was operated today and to provide a meaningful connection and representation from all aspects of the sport linked to the management of the governing body by the elected directors. The aim was evolution and not revolution with a clear and democratic appointment process to meet the needs of the organisation and modern corporate governance standards.

ii) Proposed amendments to the articles - Martin outlined the proposed key changes incorporated into the draft articles i.e. the mechanism by which Board directors were appointed; the new articles would empower the AGM to directly elect directors to the Board (including independents), ensuring continuity by minimising risk through rotation together with succession planning and beefing up director protection. In terms of tenure an appointed director would stand for a three year term; it was highlighted that ultimately the AGM could vote off the Board as a whole or an individual director as the Companies Act specified that an EGM could be called by 5% of Full Members (i.e. voting clubs). As such the performance of the Board and individual directors could be called to account at any time during the period of tenure. Martin highlighted that the proposed draft articles were more democratic from the voting club perspective, were more robust in terms of good corporate governance and would address an unsatisfactory and cumbersome appointment mechanism within the current articles.

In terms of communicating the changes clearly to the membership, regional meetings taking place over the autumn were highlighted as an opportunity and forum to outline the proposed changes prior to any EGM to effect the proposed change. The importance of this proposed constitutional change would also be highlighted in all circulars.

Patric FB thanked Martin for his work on the draft articles and input today. Following on from some useful discussion and debate a vote was taken on proceeding in principal – it was agreed to take the proposed draft articles (subject to further minor tweaks) to an EGM prior to the January AGM.

Action: Martin would liaise with the company solicitor and make any final minor amendments to the articles. A finalised document would be provided to the members of the Advisory Council as part of this consultation process prior to the notice of an EGM being circulated to canvass final comments.

8. Any Other Business.

None recorded

9. Confirmation of future Meeting Dates.

TBC

The meeting closed at 4pm.

Minuted by:

Patrick Donovan
CEO