

# MINUTES

Of the meeting of the **British Water Ski & Wakeboard Board** held on **Wednesday 12<sup>th</sup> February, 2015** at Taylor Wessing, London.

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## In attendance:

**Patric Foley-Brickley (Chairman)**  
**Steve Sopp**  
**Martin Winter**  
**Rose Tranah**

## via conference call:

**Patrick Donovan (Chief Executive)**  
**Nick McGarry**  
**Penny Clifton**  
**Peter James**  
**Alex Dobson**  
**Justine Naylor**

## Setting the 2015 Agenda

### 1. General Approach and Objective

Chairman laid out that going forward the Board needed to have greater transparency and accountability and ensure it is clearer aligned to stakeholders of whom it represents. The Chairman stated that much of the perceived unease and dissatisfaction that emanates from the wider membership can be addressed with a better understanding of BWSW, driven by good communication and greater transparency. The Board and organisation should be proactive in communicating with the stakeholders in regards to how the organisation is structured and give those who wish to the opportunity to be involved. There also needs to be improved communication between the Board.

NM suggested that 'policy files' are kept on decisions which have been made and for this to be openly available to view to be consistent with good governance. It will also ensure new Board members can get up to speed within previous decisions. The policy file will include the time and date of any policy decisions and then can be reviewed within a time period to ensure they are regularly updated. It was generally agreed that this would be good practice and should be adopted.

### 2. Board Structure

Directors to have specific roles and responsibilities with each Board member to report on their specific areas, this should improve communication both linearly through the organisation but also between the Board. Reminder that all of the Directors, except Patrick Donovan are Non-Executive and that the role of a Non-Executive Director is to oversee, provide guidance, governance and strategy, the implementation should pushed out to

BWSW team and volunteers. The Board should set clear objectives which join up with stakeholders.

The longer term corporate strategy is already set in the BWSW 2010 / 2020 Corporate Strategy document and the BWSW Whole Sport plan. However suggestion that given that BWSW is a facilities driven sport this is a hugely important area, with some facilities being lost and numbers decreasing this should be a fundamental part of the strategy and needs to be included within it going forward as part of a general review of the strategy. Suggestion that it may be useful to do a SWOT analysis of BWSW at the next Board meeting.

It was reinforced that the Board needs to align its-self better with stakeholders of the sport. It was agreed that PFB would present a revised version of the presentation that was made to AC, to the Board at the next meeting. This will include the suggestion to combine Excellence and Development as they aren't working in their current form with Development having only met once in last three years and no joined up working or communication between these groups, the staff and the Board.

Discussion that the committee structure is something which needs looking at now and this should include new Terms of References for these committees. Suggestion to role together directorate with small working groups/task forces working on specific areas which then feed into an overarching group. BWSW staff should be involved in this, notably Georgina for Development and Ritchie for Excellence. Director with this specific responsibility to then feedback to Board. Highlighted that there does not need to be too many committees and some will be generic across all disciplines and some will need to be 'discipline' specific and led by the disciplines. Disciplines should have opportunity to input to Board the setting of agendas and that there needs to be communication between all of the groups to ensure the structure is effective. The development of this committee structure needs to be joined up with stakeholder requests and ensure their involvement. Identified that majority of work should be done between meetings not during Board meetings, Board meetings should just require decisions to be ratified and do not need to be too long.

Regarding Indemnity of Directors the current insurance document has been sent to all Directors with their appointment letters. The wording in the articles re the indemnity in point 9.1.1 onwards needed some further examination and Martin and Rose offered to discuss this detail outside of the meeting as part of an ongoing review of the draft proposed articles.

### 3. Legal Framework

A clear mandate came out of the AGM which should be the drive in the re-writing of the articles. MW agreed to put forward at the next Board meeting seven/eight bullet points regarding the re-writing of the articles for the Board to agree on. Following this MW will draft changes and Russell Cooke LLP can then finalise at minimal cost. Once Board agree on the proposed changes can spend next year consulting with and communicating this with members and stakeholders ahead of next year's AGM.

### 4. Finance and Audit

Discussion surrounding the current finance function: There being no Treasurer currently in place, PFB proposed that there is a need to have a Finance and Audit committee. PJ happy to be Director responsible for finances, subject to the review on February 19<sup>th</sup>, but won't be

able to provide hands on support as was previously provided, agreed to Chair Audit committee but raised the question whether PD requires the level of support which was previously available?

PD stated that currently not a problem as out of season. He further outlined that historically the organisation had overly relied on Treasurers who were for example retired accountants who had the time for a greater level of input that might be more than expected for a voluntary role in a not for profit organisation. PD highlighted that there is an audit coming up but there is nothing to be overly concerned about at present, there's nothing that isn't being done and the finance function not being comprised.

PFB stated that he and PJ would be conducting a review of the finances on Feb 19th and that Nicky would be part of the review of finance function. Following this a recommendation will be presented to the Board.

#### 5. Risk Management

Comprehensive Risk Management policies are in place and reviewed annually during the assurance process. Agreed for key risks to be identified by PD and presented at next Board. Confirmed a Business Continuity / Disaster Recovery Plan also in place and reviewed annually.

#### 6. PR and Marketing

PFB will ask PC to carry out a review of the PR and Marketing and would be asked to do a presentation at next Board meeting in regards to this. Request that due to the large costs, for the magazine to be part of review.

#### 7. IT and Systems

The IT development is at the end of phase two and is up and running. Sport England indicated there might be some additional funding available for further IT developments if a paper could be put forward outlining need and outcomes. AD agreed to be the Director responsible of IT and systems and agreed to carry out review of this where BSWS currently is and identify key areas of development.

#### 8. Board Meetings

Locations and dates – MW offered London facility to host future Board meetings. Board meetings had normally taken place at Chertsey but felt London may be preferable for the majority of the Directors. Agreed for six Board meetings to take place in 2015 but through making processes and structure more efficient Board meetings should just be the ratification of work done between meetings and shouldn't need as many or for them to be that long in the future. Important to have a limited number of Agenda items per Board Meeting with only one or two key topics to be discussed in greater detail.

Board meetings had previously started at 10am but never stated a finish time. It was agreed that the next Board meeting would take place in London and start at 1.00 pm to allow those travelling distances to take advantage of 'off peak' train fares.

Agreed for; Board structure/ Terms of Reference/ AC/ Risk/Finance/staff reports to be key points for next meeting.

Board Papers normally include agenda, previous minutes, treasurer reports and any papers relating to agenda points. These are emailed out Friday before meeting on following Thursday.

After discussion it was agreed that the next Board meeting would take place as scheduled on March 26<sup>th</sup> at 1.00pm in Taylor Wessing's offices at 5, New Fetter Lane.

#### 9. AOB

NM asked in regards to budgeting how are these set, when, whose responsible for them, what is ring-fenced by Sport England and what isn't. Felt as being a new Board member needed to know this information. PFB agreed to cover this as part of finance review and report back to Board at next meeting.

#### **Action Points**

- 1. PFB to prepare revised 'Structure' presentation for next Board Meeting**
- 2. MW to summarise key changes for Articles of Association**
- 3. PFB to discuss PR and Marketing review with PC**
- 4. PFB, PD and PJ to carry out review of Finance 19/2/15**
- 5. PFB will ask PD and the Development Team to prepare a request for further Sport England funding for continued Database development in line with the discussions with Sport England on 11/02/2015.**