

MINUTES

Of the meeting of the **British Water Ski & Wakeboard Board** held on **Thursday 26th March** at **Taylor Wessing, London**.

1. To record attendance and apologies for absence.

Present:

Patric Foley-Brickley
Steve Sopp
Nick McGarry
Alex Dobson
Martin Winter
Rose Tranah
Justine Naylor
Penny Clifton
Patrick Donovan

Apologies:

Peter James

2. To approve the Minutes of the meeting held on 12th February 2015.

The minutes were reviewed and approved by those present.

3. Chairman's Comments.

Patric FB outlined the business of the day and the need for the Board to have a clear overview of the running of the organisation with a firm grip on financial control as key. He welcomed everyone to the meeting and thanked those who had in particular provided comprehensive reports for the meeting.

4. Declarations of Interest

Patrick D had circulated information on declarations of interests prior to the meeting – completed forms were collected for those who had not previously submitted a declaration. The register of interests was an agenda item for all Board meetings so that any changes to the register could be noted.

Action: Those who had not completed their form would do so and forward to Patrick D.

5. Matters Arising not covered by this Agenda.

a) Appointment letters – Martin and Rose requested to provide a statement for their appointment letters re their status as Directors but not acting in a legal capacity for the company.

Action: Patrick D to forward a Word version of the previously issued appointment letter so they could amend and return.

b) Appointment of Independent Directors – for the record it was noted that the existing Independent Directors had been re-appointed following on from the AGM process and formation of the current Board.

6. To note items for AOB.

None recorded.

7. CEO Report.

a) Staffing – Patrick D reported that our Head of Development had left re maternity leave from the end of March – there was no intention on trying to bring in a newcomer to cover the role partly due to finance and partly due to the difficulty of induction, the nature of the role and doubtful impact with a short term appointment for what is a key role. The development team

now had areas of job description amended to provide for areas of cover on key areas e.g. reporting and mandatory child protection targets (to achieve the Advanced Standard) and some areas of work would be cut back e.g. some aspects of travel. There would of course still be gaps as it was not possible to reduce the headcount and cover all eventualities.

b) HQ Update – BWSW had contributed to the State of Play 2015 project which was a collaborative effort by NGBs (National Governing Bodies) to collectively demonstrate the value that sport as a whole provided above and beyond participation figures. A forthcoming election, potential changes in policy, the well-publicised failure of major sports to raise participation levels for the investment provided – there was a sense that while sport was protected post Olympics from any reduction in funding that this would change. NGBs were therefore aiming to promote the wider work and impact that NGBs provide, act as a representative voice for NGBs (with support from the Sport & Recreation Alliance) and to influence wider policy.

Sport England targets and funded programmes – following on from the 6 monthly review process and a submission of key data once again BWSW had met all primary targets e.g. participation and talent targets such as international medals together with internal targets that were also supported e.g. the number of Cutting Edge clubs and number of qualified coaches on the register of coaches. Operational plans for primary funded targets had been submitted and budgets had been discussed and developed with all staff members involved in core programmes.

Coaching Courses – positive on the outlook for income generation as there is clearly at present a seemingly continuous demand. Courses shortly to be run outside of the country in Greece to service Neilson staff, additionally a course currently underway in the Maldives. Coaching was developing into a key income stream with circa £80K turnover compared to £8K ten years ago. BWSW had built a reputation for quality of the products provided and for example the Greek Federation was now promoting UK courses to their members.

Administration general – after 15 months in the current role our Business Support staff member now had a good overview and strong control of the administration systems and in particular an in-depth knowledge of our IT system which was key.

Season 2015 – Patrick D had recently visited GJW who since the downturn in 2008 were now reporting initial signs of recovery with more boat sales and a rising market being an indication of some positive news in the sector. Recently two clubs that had left during the recession had indicated a wish to re-affiliate so there was some signs to be optimistic. A key factor for BWSW was that it was not the master of its own income generation via voluntary clubs and very much relied on a buoyant membership across the UK to provide for a key income stream.

Data capture of participants was discussed as an area that required further attention – the tools were in place via the IT system to enable this however it was clear that there were numerous pay and play cable participants whose data was not being captured through joint agreements e.g. with the cable tow operators.

8. Finance.

a) Finance Report (Peter James) – Peter provided a comprehensive overview document for the meeting outlining key areas of finance and in terms of induction for new Board members providing an overview of how the complex finances were structured. He also provided a draft indication of the year end position for the current financial year (31st March year end). Patric FB outlined a recent visit to HQ to explore further the finance systems and structure and on the whole the finance function appeared to be fit for purpose. Cash reserves held by the organisation included both unrestricted and restricted funds (e.g. the reserves of the disciplines and funds related to talent and individual athlete support).

b) Budget 2015 Approval – a comprehensive budget had been circulated prior to the meeting which was the result of a great deal of internal discussion with senior staff on funded programmes / operational plans as well as an analysis of anticipated core cost. The draft

budget was approved but would also be subject to continuous review.

9. Development & Excellence Update. (Nick McGarry) – Nick provided a comprehensive report for the meeting on development issues from his perspective.

10. Structure & Board Related Matters

a) BWSW Structure (Patric Foley-Brickley) – Patric FB provided a presentation on key objectives and issues related to the structure of the organisation to ensure retention of the existing membership, the supply of both tangible and perceived member benefits, maximising the diversity of the sport e.g. the diverse participants within cable and the opportunities the wider sport offered. The organisation did have a strong “traditional” membership base however the aim was to increase membership in other areas to broaden the base into recreational areas also as well as supporting development and excellence initiatives. Funding was linked to the scale and participation base of any sport and there was a need to maximise funding to invest into the sport to encourage and broaden this base. Improved communication across the grassroots was key to expansion and any structure would need to provide appropriate communication paths e.g. via discipline, types of club such as recreational boat owners etc. and stretching this into harbours, marinas and holiday providers. Out of this grouping and structure could therefore be drawn the personnel and expertise to appoint to any “advisory council” or appropriate representative group who would act as the voice of key stakeholders within the sport. This entity would therefore act as a representative group that the Board could consult with on matters within the sport though this group would not act as Directors of the company.

b) Board Structure (Patric Foley-Brickley) – skills based roles, the Board members were not envisaged to sit on any advisory council as such and would direct the business and strategy of the governing body. The Board members would carry key portfolios related to the governance of the organisation to include risk, finance, IT etc. Patric FB provided comprehensive structure diagrams outlining roles and responsibilities. Steve, Rose and Patrick D would form the Risk Management Committee and would review at their first meeting the current risk register. The set-up of a finance and audit committee was a recommendation previously made and terms of reference would be produced by those on the committee. Terms would include the primary aim of ensuring the organisation’s financial performance and viability. Nicky Caine (ex Director) and the CEO would assist with inducting the new Finance Director and providing background and an element of continuity for this role. Martin would head up the Governance & Structure Committee.

There was some debate relating to a proposed combined Excellence and Development Directorate and whether this in fact would be workable as a single entity chaired by a single board member in terms of workload. Excellence had in the past ensured that athlete / team policies (team selection, anti-doping, discipline etc.) were fit for purpose and being adhered to at squad level by the disciplines. Its focus had therefore been specific, somewhat technical and related to a relatively small group at the elite end. Following on from some interesting discussion it was agreed for Alex, Nick and Steve to consider the structure and work in this area. The aim would be for some split expertise which would be focussed and workable.

Action: Nick, Alex & Steve to deliberate further outside of the meeting.

d) Update of Draft Articles of Association (Martin Winter) – summary document had been circulated prior to the meeting outlining simple changes that could be made which were not controversial and would allow any newly proposed articles to conform to a more orthodox corporate governance model. It was suggested that any newly proposed articles could be “sounded out” with a small working group of clubs as well as the Advisory Council prior to presentation at any AGM or EGM. Martin would progress this matter further.

c) Directors Indemnity (Martin Winter & Rose Tranah) – Martin clarified a technical / point of semantics on wording re the Directors indemnity which would be clarified in any newly proposed articles. The insurance policy was of course key to any indemnity and liability cover for Directors. Rose had carried out a review of the policy and reported back on Director and Officers cover.

Action: Rose would investigate further on points which she was concerned with and report back at the next Board meeting.

11. Recent Proposals, Membership & Affiliation.

a) Review of IT (Alex Dobson) - Alex outlined some shortcomings in the current website principally as it was not “responsive” i.e. there was not a separate mobile version of the website which was principally due budget constraints at the time of development. Additionally an update to the current back office membership IT system to make it accessible online to a remote staff member was not possible due to a server operating system upgrade required. Though BWSW had made significant gains in modernising its IT infrastructure at present there was no current budget for further upgrades in this area.

b) Review of the Magazine (Penny Clifton) – with the magazine providing a major cost to the organisation each two or three years this cost and the providers involved were reviewed to ensure best value for the organisation and the membership. Penny circulated a summary document outlining key areas of the magazine and alternatives that could be considered e.g. an online only issue with an annual hard copy year book. Justine outlined that Showjumping’s magazine was completely outsourced at no cost to the organisation (advertising supports the cost and production). Patrick D highlighted that a key factor in any decision to change the format would be how the magazine was staffed and how content was generated (quality content was key) – the magazine was currently staffed on a very part time contract basis with an external provider and with the majority of content being submitted on a voluntary basis with often very variable quality. There were some mixed views on going from paper to completely digital immediately.

Action: Penny would lead on an ongoing review of this area and present further alternatives at the next meeting. Patrick D would arrange for an online survey of the readership and liaise with Penny on this point. The survey would take place once the April / May issue had been posted out.

c) Cable Group Affiliation (Patric Foley-Brickley) – it was proposed and agreed to provide the equivalent of Full Member voting rights to all accredited cable tows to bring them under the remit of the governing body in terms of representation.

d) Wake Surf Affiliation (Patric Foley-Brickley) – the aim would be to define this activity as a clear discipline and bring it into the fold under the banner of BWSW.

e) Wake Pass Membership (Patric Foley-Brickley) – a cable pass (discount card with some but not all associate member benefits provided) was launched last season with the support of the accredited sites. This would be progressed as a BWSW product via the cable sites themselves but incentivised with a “kick back” and would further provide any accredited site with further voting rights based on a tiered system dependent on take up.

12. Confirmation of future Meeting Dates - tbc

Board

14th May
2nd July
3rd September
29th October
10th December

The meeting closed at 18:15. A note of thanks to Martin and Taylor Wessing for providing meeting room facilities for the day.

Minuted by:

Patrick Donovan
CEO