

ENGLISH SKI COUNCIL LTD

(t/a SNOWSPORT ENGLAND)

Minutes of the 31st Annual General Meeting
held on Saturday 5th June 2010 at 10:30am
at ESC offices, Halesowen

Present:

Barry Spouge	Chairman
Jennifer Denning	Finance Director
Karen Richardson	Director
Peter Stratton	Director
Tim Fawke	Chief Executive Officer
Peter Heath	Company Secretary
Stephen Jones	Auditor
Marie Beard	Snowsport England staff
Julie Copestick	Snowsport England staff
Jan Doyle	Snowsport England staff
Vickie Pullin	Snowsport England staff
Sara Tatham	Snowsport England staff
Jenny Wyatt	Snowsport England staff
Andrea Grant	Alpine Committee Leader
Martin Carr	Freestyle Committee Leader
Adam Pinney	Nordic Committee Leader
Peter Handford-Styring	Coaching Scheme Members' Representative/YSF
Dermot Flahive	ERSA/ROTP Leader
Piet Van Kempen	ERSA
Darren Schmidt	SRSA
Gillian Gilyead	Abbot's Hill School/Harrow School
Mike Smith	Lions Ski Club
Jo Willoughby	Lions Ski Club
Mike Colyer	Loughborough Sno
Jemima Barnes	Loughborough Sno
Katherine Pegg	Loughborough Sno
Alan Jones	Merseyside Ski Club/Life member
John Cook	Merseyside Ski Club
John Shedden	Merseyside Ski Club/Coaches' Representative
Jeff Elmore	Midland Ski Club/WMSA
Carron Thorley	Midland Ski Club/WMSA
John Daines	North Staffs Ski Club
Stewart Smith	Sharks Ski Club/YSF
Bernard Wright	Suffolk Vikings/ERSA
Wendy McRae	Yorkshire Dales Cross Country Ski Club
Paul Longley	
Jeffrey Fozzard	
Sarah Green	Sport Structures
Amanda Scriven-Purcell	Sports Coach UK

Apologies were received from :

Nigel Matthews	Director
Richard Berry	Non-Regional Members' Representative
Sandy Telling	LSERSA
Gwenderlyn Southall	LSERSA
John Wahlers	Oval Ski Club/NWSF
Andrew Jeffries	NWSF
Graham Pickles	YSF
Tony Archbold	ESSkiA
John Harrison	Gloucester Ski Club
John Burrows	Lake District Ski Club
Lance Robinson	Merseyside Ski Club
Paula Andrews	
Thomas Banks	
Colin Bashford	
Julie Beavers	
Roger Burridge	
Bob Castle	
Barry Easton	
Gill Hall	
Dave Harvey	
Benja Hedley	
Peter Hind	
Eddy Kirk	
Gwyn Lewis	
Robin McDonald	
Peter Neurauter	
Dale Rhodes	
Ed Robinson	
Patrick Sharples	
Chris Stroud	
Gerry Wigglesworth	
Jonathan Wright	

1 Apologies

The Chairman welcomed members to the meeting and read out the above list of apologies.

2 Presentation of Awards

No presentations were made, but it is anticipated that some awards will be presented at the Coaching Conference.

3 Minutes

It was proposed by Piet Van Kempen, seconded by Alan Jones, and agreed without dissent to accept as a true record the minutes of the 30th Annual General Meeting held on 20th June 2009

Matters Arising

None

4 Annual Accounts for the Year ended 31st December 2009

The Directors' and Auditor's reports and the Accounts for the year ended 31st December 2009* had been circulated to all Full Members and published on the internet and were received, having been signed on behalf of the Board by Barry Spouge and Jennifer Denning.

In response to questions, it was noted that the increase in trade debtors at 31st December 2009 was largely due to invoiced contributions from the Development Team; also that the increase in deferred income was due to the early receipt of Sport England grant.

It was also noted that the accumulated Discipline reserves as reported in Note 8 are part of the overall company reserve and may only be committed with the prior approval of the Board.

It was proposed by Jeff Elmore, seconded by Carron Thorley and agreed without dissent that the Report and Accounts for the year ended 31st December 2009 be accepted.

5 Annual Report

Information was requested on the outcome of Syzygy's consultation with the Regions on improving communication. Tim Fawke reported that this was now part of the Sport England funded project for which the Development Officers are providing a major input. Tim to confirm that the Syzygy's report has been circulated to the Regions.

Clarification was sought on the substitute mountain leaders course held in place of the anticipated Level 3 Nordic Coaching Course held in Norway on 4-11th April. NWSF had given significant financial support to a member to attend the Level 3 course, but now learn that the course was cancelled. Adam Pinney stated that the course syllabus is under review.

Coaching Committee - It was noted that the most recent published minutes are for a meeting held in September 2008. Tim to chase & publish minutes for later meetings.

Tim clarified SSE's position on guidance for the use of helmets while skiing – this being to support the recommendation issued by FIS in 2006. It was noted that the recommendation is currently under review by FIS.

It was proposed by Stewart Smith, seconded by Peter Handford-Styring, and agreed without dissent that the Annual Report be accepted

6 Elections to Council

a) Associate Members' Representative

No nominations for the position of Associate Members' Representative had been received, so the position remains vacant.

b) Coaches' Representative

John Shedden had agreed to stand for re-election and, in the absence of any other nominations, was declared duly re-elected.

c) Non-Regional Members' Representative (2 positions)

Richard Berry had agreed to stand for re-election as one of the Non-Regional Members' Representatives and, in the absence of any other nominations, was declared duly re-elected. The second position remains vacant.

* inserted into the minute book for record purposes.

d) National Coaching Scheme Members' Representative

Peter Handford- Styring had agreed to stand for re-election and, in the absence of any other nominations, was declared duly re-elected.

Tim to clarify the notification process to ensure that the relevant invitations for nominations are sent out to members.

7 Appointment of Auditor

It was noted that, as part of their governance audit, Sport England have asked SSE to put the 2010 audit out to competitive tender. The current auditor, Stephen Jones is aware of this requirement.

As the appointment of an auditor is the responsibility of the membership at the AGM, it was agreed that the proposal to re-appoint the existing auditor should be put to the meeting.

If the tender process results in a recommendation for a different auditor, there is an established process for the appointed auditor to stand down and for the Board to appoint the new auditor.

It was proposed by Stewart Smith, seconded by Alan Jones and agreed without dissent that Stephen W. Jones be re-appointed Auditor of the Company for the year ending 31st December 2010 at a fee to be determined by the Board.

8 Special Resolutions

None

9 Ordinary Resolutions

It was noted that Nigel Matthews has already served as a Director for ten consecutive years. The limit set by Article 56.4 is eight consecutive years unless varied by ordinary resolution of the Company in general meeting.

The following resolution was put to the meeting as an Ordinary Resolution: "That Article 56.4 be varied to allow Nigel Matthews to stand for office and to be able to be re-elected for a further period of two years beyond the limit of eight consecutive years specified therein."
This makes a total of twelve consecutive years – eight years per Article 56.4 plus two years approved at the 2008 AGM plus two years agreed by this resolution.

The resolution was proposed by John Daines, seconded by Alan Jones and agreed without dissent.

10 Election of Officers

a) Chairman.

Barry Spouge was elected Chairman at the 2009 AGM for a period of two years and continues in office. No election required.

b) Finance Director

Jennifer Denning was elected Finance Director at the 2009 AGM for a period of two years and continues in office. No election required.

c) Additional Directors – maximum of six

David Hart has given notice that he is not standing for election, and ceases to be a Director with immediate effect.

Peter Stratton and Karen Richardson were elected Directors at the 2009 AGM for a period of two years and continue in office.

* inserted into the minute book for record purposes.

It was proposed by Jeff Elmore, seconded by Alan Jones, and agreed without dissent that Nigel Matthews be re-elected Director for a further period of two years.

It was noted that, as there were no other nominations received, there are now three vacancies on the Board. As part of the governance audit, a skills matrix has been prepared for the existing Directors, so that areas of weakness can be identified. The Board intends to advertise for volunteers with suitable skills in these areas.

The Board has the power to appoint Directors until the following AGM to fill vacancies. Anyone interested was invited to speak to Barry Spouge or Tim Fawke after the meeting.

11 Any Other Business

University Skiing

Jemima Barnes asked if university students can enter the Inter Club event at the All England Championships with teams comprising students from different universities. This has already been referred to Dermot Flahive, who will consult & give a ruling. (NOTE: The inter-club competition rules require that all team members must have the club they are racing for as the first named club on the current BARTS list and at least two members of the team must be Juniors or Children. However, there is also an Open Team competition which is open to an all senior team from different clubs.)

Jemima also asked about the selection process for the World University Winter Games. It was noted that the athletes selected (members of the British Junior Team) were nominated by Snowsport GB. These were not in full-time university education as specified in the selection criteria, but following a part-time course through Loughborough College.

This led to a discussion on ways of encouraging university ski clubs to join Snowsport England and students to continue as registered racers while surviving on very limited student income. Tim reported that Jan Doyle had already spoken to a number of universities and that SSE was considering the possibility of offering a university club membership where liability insurance for competitions and training is provided by the university, not by SSE; also the possibility of offering students a low cost performer registration for university races only, but which would allow them to earn BASS/BARTS points from these events.

CESA

In response to a question about the Regions, it was noted that the East Midlands Ski Association (EMSA) disbanded last year. With the support of SSE Board and Council, the West Midlands Ski Association (WMSA) had agreed at their recent AGM to reform as the Central England Snowsports Association (CESA) to cover both EMSA and WMSA regions. The next stage is for CESA to apply formally to the Board to be recognised as the Regional Ski Association for the Midlands and to have their constitution approved.

Jemima Barnes commented that most universities have a large pool of enthusiastic skiers who could be approached to get involved as volunteers at local and regional level. Contact details for each university are available via BUSC.

UK Snowsports (UKSS)

Concern was expressed at the slow progress towards a unified coaching scheme under the UK Snowsports banner, especially in the Nordic discipline. It was noted that a number of the Scottish clubs/ski centres preferred to retain their existing scheme, so there was a reluctance to co-operate in developing a unified scheme. Work is progressing towards achieving the UK Coaching Certificate (UKCC) endorsement for the Alpine scheme, but development of the Nordic performance scheme will be difficult without input from Snowsport Scotland.

Sport England recognises the UKCC issued by SportsCoach UK (SCUK), and will only support coach education schemes with or working towards UKCC endorsement. SCUK will only issue one UKCC endorsement per sport/discipline and only to a national governing body, so it is essential that the Home Nations work together to deliver a single UK snowsports coach education scheme. – extract from SSE Board minutes 17th Oct 2009 following presentation by SportsCoach UK.

Jo Willoughby commented that the poor English and 40 year old photos in a UKSS booklet was patronising of disabled skiers. She agreed to assist in improving the booklet.

Snowsport GB

Stewart Smith asked if taxation relief was likely to be allowed by HMRC as reported in Note 11 of the accounts. Jennifer Denning responded that, following investigation, she believed that relief would be available. For 2009, relief can only be claimed to offset taxation in 2008, with the balance carried forward. The Auditor, Stephen Jones, supported that view.

Jennifer then expanded on the paragraph in the Directors' Report about the £25,000 loan to Snowsport GB. At the time, SSGB were seeking a total of £300k and had asked for five loans each of £60k, which they said would be sufficient to pay off all their reported debts. No loans would be taken unless the full £300k was available. Without this funding, it was anticipated that SSGB would shortly be placed in administration and all pre-Olympic training programmes would cease.

Jennifer reported that, after studying the detailed financial reports and budget forecasts provided by SSGB, the Board decided unanimously to provide a £25k loan in order to keep these pre-Olympic training programmes running.

Some time after the loan had been paid, it became apparent that the shortfall was much more than the £300k previously reported. SSGB attempted to raise additional funds. This was only partially successful and the Board eventually called in administrators.

The report issued by the administrators gives almost no hope for any repayment of the loan.

The Board expressed their thanks to Peter Stratton who, within days of the collapse of SSGB, had persuaded a number of companies to donate a total of some £10k towards the cost of getting the team coaches to the Olympics.

Jennifer confirmed that the Board had agreed a small deficit budget for 2009. Actual performance had been better than budget, but provision for loss of the loan gave a final result close to budget. The Board has set a breakeven budget for 2010.

A new accounting software system is now in place, which should provide much better reporting against budget and enable the Board and Key Committees to maintain better control of the finances.

Jennifer stated that SSE should be holding reserves equivalent to about 13 weeks' turnover

Jemima Barnes asked who runs the new organisation BSS, and whether any of the SSGB Directors are involved.

Tim Fawke replied that SSE had a 25% vote at SSGB General meetings, but currently has no voting rights for BSS. As far as we are aware, none of the SSGB Directors are involved.

Before the Olympics, FIS recognised Team GB, a wholly owned subsidiary of the BOA, as the governing body for British skiing and snowboarding. A guarantee company, British Ski and Snowboarding, has now been formed which will seek FIS recognition in place of Team GB.

The M&A of the new company is available on the Companies House web site. This gives details of the current ownership and voting rights of BSS.

Jemima Barnes asked if SSE would publish a document showing the structure of all the organisations involved in British skiing, as the current position is confusing to many. She also asked if we could change the Company name from English Ski Council Ltd to Snowsport England Ltd. This received general support from the meeting and will be considered by the Board.

There being no further business, the Chairman closed the meeting at 12:20 pm