

Snowsport England Ltd
Minutes of the 37th Annual General Meeting
16th May 2017
2.00pm Sportpark, Loughborough

Present:

Jamie Horner	Chairman
Bryan Thomas	Director, Finance
Alison Eyre	Director
Chloe Targett- Adams	Director
Elly Cockcroft	Director
Ian Davis	Director
Stuart Maclean	Director
Tim Fawke	Chief Executive Officer
Chris Stroud	Proposed Member Director
Mike Danbury	Proposed Member Director
Jan Doyle	SSE Head of Development
Claire Pennell	SSE Operations Manager
Gareth Vogan	SSE Communications lead
John Daines	North Staffs
Alan Jones	Honorary Life member
Martin Middleton	Bassingbourne
Hilary Whipp	Bassingbourne
Andrea Grant	Member, Alpine Race Committee
Stephen Metheringham	Member, ERSA and Ski MK Chair
Stuart Robertson	Member, SWSA Chair
Gary Leeper	Member
Denise Leeper	Member
Geraldine Elgy	Member, Chair Midland Ski club
John Greenwood	Member
Chris Shelley	Member
Martin Tomlinson	Member
John Barnard	Member
John Redwood	Member
George Sivenov	Member
Axel Klozenbuecher	Member
Neil McQuoid	Racer Ready

1. Apologies:

John Shedden	Honorary Life member
Chris Exall	Honorary Life Member
Ann Loton	North Staffordshire
Lloyd Jenkins	Alpine Committee chair
Paul Lawrence	Member
Alan Edwards	Member

2. Welcome

The Chair welcomed all attendees, read out the apologies, and introduced the directors including the two new directors Chloe Targett- Adams and Ian Davis.

He then thanked the former directors Tania Barton, Gareth Wynn, Chris Shelly and especially to the previous chair Jeremy Eaton for their dedication, professionalism and positive and invaluable contribution to Snowsport England during their time on the Board.

The Chair stated it was a great honour to become Chair of Snowsport England and has been spending time engaging with as many members and clubs as possible and doing weekly calls to clubs with the CEO which would continue.

It has been a challenging 6 months with many changes but the Board had been working hard to help move the organisation forward. The current composition of the Board is very strong with the appropriate skills and experience and hopefully it will be strengthened even further with the election of 2 member directors in key roles particularly in relation to member communications.

The organisation is indebted to many unsung volunteers who work tirelessly on committees, in regions and clubs and managing and running our many events and courses. We offer our sincere gratitude for their invaluable ongoing contribution.

Full report

<http://snowsportengland.org.uk/sites/default/files/Annual%20Report%20V7.pdf>

3. Minutes 36th AGM

The minutes of the 36th AGM were presented to the meeting

There was one question on the minutes from Stephen Metherringham. It was stated by previous chairman “We do want to engage with the membership and will be looking to move the AGM to an event rather than being at Sportpark for next year.” Even though there seemed to be a reasonable turnout having the AGM mid-week and at Sportpark it may not be the best way to engage the membership. Jamie Horner said this would be reviewed to see what options are available next year.

There being no further questions on these minutes they were duly approved.

4. Annual Report of Snowsport England

TF presented a full overview of the organisation since the last AGM covering the challenges and key aspects encountered. He covered particularly the 2017-21 strategy and the 4 key pillars within this strategy of Participation, Membership, Talent and Commercial. He then highlighted how the re-structured organisation will

go about tackling them and the re-allocation of staffing duties and responsibilities now in place.

Full report

<http://snowsportengland.org.uk/sites/default/files/Annual%20Report%20V7.pdf>

5. Finance report

BT presented the 2015 and 2016 financial accounts. The key points were

- The audited and approved accounts are posted on our website
- Our aim is to achieve each year a small surplus
- This we achieved in each of these years
- 2015 incurred significant costs replacing the office staff
- 2016 was very challenging with unforeseen legal costs being incurred
- Balance Sheets each year, satisfactory and Cash Reserves adequate
- Treasury Policy Statement reviewed and approved annually
- Auditors PK Cooper Parry, newly appointed for three years, as good practice
- Clean bill of health by new auditors

2017 Budget and outlook

- Accounts outsourcing reviewed
- New cloud based software Xero adopted
- Giving greater flexibility, interrogation and reporting
- New SE 2017/2021 grant established
- Budget indicates further small surplus
- Key objective, increased internal revenues, become more commercial

2017/2021 Company Forecast

Progressively reducing SE grant

Commercialisation/sponsorship needed

Ensure all Departments, events, courses etc. are in surplus

Effective budgeting and cost control

6. Chair's Awards

The Chair's awards for 2017 were presented to Martin Tomlinson, Andrea Grant, David Manns and Kevin Webb for outstanding services to Snowsport England over many years.

For details see

http://snowsportengland.org.uk/Four_Volunteers_recognised_for_their_contribution_to_English_snowsports_as_part_of_Chairman%27s%20Awards

7. Resolutions-introduction

Tom Bruce gave background / credentials of himself and Farrer & Co, who have a vast experience of NGB's and Tom has worked with nearly all medium to large NGB's. Currently

working with numerous other NGBs on governance reviews in light of the Code for Sports Governance.

While he has been appointed by the Board he is representing the best interest of the organisation as a whole and not the directors.

He gave an overview of the new governance code and why the articles need to be changed to comply.

The proposed changes:

- meet the mandatory requirements of the Code set by Sport England and UK Sport. Adoption of the new Articles is fundamental to SSE's compliance with the Code and its receipt of SE funding;
- reflect best practice corporate governance principles; and
- will establish SSE as a market leader amongst NGBs, in governance terms.

He then outlined 2 key elements in more detail: Board composition and the protection of members' interests.

Board Composition

Brought into line with the Code. Minimum of 5, maximum of 12, quorum of 3:

- | | |
|-----|---|
| 21: | 1 x CEO (Ex Officio) appointed by the Board on recommendation of NomCo |
| 22: | 1 x Chairman appointed by the Board on recommendation of NomCo |
| 23: | 2 x Member Directors elected by the Members |
| 24: | 6 x Independent Directors appointed by the Board on recommendation of NomCo the basis of a skills matrix. This meets the Code requirement that 25% of the Board are 'Independent'. One ID appointed as SID. |
| 25: | Chairman, Member Directors and Independent Directors serve for a maximum of 2 x 3 years and are then eligible for re-appointment to any Board position after a 4 year break |

The terms of office of current Board members have been applied retrospectively and are in line with the Code. No extensions to aggregate term limits have been granted.

Importantly, SSE is not asking Members to ratify the appointment of all directors at this AGM or going forward. To do so would risk SSE being in breach of the Code, as under the Code a director is not 'Independent' if he/she is elected by or his appointment is ratified by the Members.

Best practice remuneration provisions have been included in the Articles. It is not anticipated that the directors will be remunerated for that office, but the provisions offer a

degree of flexibility if at some point it is considered to be in the best interests of SSE that a director is remunerated.

The proposed Board is, in his view, well balanced and of an appropriate size for SSE. Board members have limited terms of office and robust procedures are in place to ensure the Board includes an appropriate mix of skills.

All of the above is in line with best practice corporate governance recommendations and, importantly, meets the Code for Sports Governance set by SE and UK Sport.

Members' checks and balances

Tom Bruce went through the protections that the members have in the new Articles. The CA 2006 and the new Articles contain a number of checks and balances to protect SSE's members, all of which are entirely usual and in line with best practice:-

(a) Companies Act 2006

Statutory directors duties: Directors are required to:-

- act within their powers: i.e. they must exercise their powers and apply the income and property of SSE, at all times in accordance with SSE's objects
- act in a way that they consider, in good faith, is most likely to promote the success of SSE for the benefit of its members as a whole
- exercise integrity and independent judgment
- exercise reasonable care, skill and diligence
- avoid conflicts of interest (including personal interests) and declare interests in proposed transactions with SSE. (Article 15)
- not accept benefits from third parties

Note: statutory punishments: fine, disqualification, imprisonment

Also. section 168 CA 2006: a majority of Full Members can vote to remove a director, if desired

(b) Articles

To reiterate: the Board must apply the income and property of SSE at all times in accordance with SSE's objects (Article 2)

Full Members can, by a resolution passed by at least 75%, amend the Articles however they choose. All other members are non-voting "Associate Members".

The liability of SSE Full Members (being its members for the purposes of the CA 2006) is limited to £1 (Article 4). This reflects the position in the existing Articles

The following questions were asked regarding the articles change

Stephen Metherringham - Clarification on what was needed to vote the articles in and did we need 75% of the membership.

Tom Bruce made it clear that 75% of the votes in the room either in person or by proxy was required to adopted the articles not the total membership.

Stephen Metherringham - Clarification around the process for members to be eligible to vote and why a club member could vote in 2015 but wasn't eligible now.

Tim Fawke stated that the process for been eligible to vote had been reviewed following the delay of the AGM last year as one of the reasons was making sure we could be clear on the exact number of members that could vote and that we had a robust process in place. The process we had gone through was to email all clubs in Feb, with follow up emails in March and a call to each club that hadn't responded. We then emailed/posted confirmation to each individual member confirming their membership and eligibility to vote. While we would have like all clubs to have submitted data this hasn't happened yet and will take some time to complete.

The inclusion of the ability to be able to pay directors and that this should be wider discussion with the membership before this was included.

Tom Bruce explained that his was now best practice and gave the board the flexibility to pay a director if this was required. They would have to keep this within market rates and also declare it within the accounts to the members.

Jamie Horner stated that currently there were no plans to pay directors fees.

8. Special resolution, (presented to the full members in attendance):-

“THAT the new Articles of Association of the Company, a copy of which is annexed to the notice of Annual General Meeting and which provide for the election of two Member Directors to the Board, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.”

The votes of the full members by way of attendance or by proxy were as follows and the Special Resolution was duly passed:-

For	304
Against	9
Abstain	4

9. Ordinary resolutions, (presented to the full members in attendance):-

“THAT, subject to the passing of the Special Resolution above, Chris Stroud be elected as a Members' Director of the Company.”

The votes of the full members by way of attendance or by proxy were as follows and the Ordinary Resolution was duly passed:-

For	297
Against	5
Abstain	20

“THAT, subject to the passing of the Special Resolution above, Mike Danbury be elected as a Members’ Director of the Company.”

The votes of the full members by way of attendance or by proxy were as follows and the Ordinary Resolution was duly passed:-

For	306
Against	16
Abstain	1

10. Any other Business

One question received pre meeting

Having read the SSE Annual Report, specifically the SSE 2017-2021 Strategy, can the Board provide the members with a timetable or roadmap or narrative on how the strategy will be implemented to achieve its targets.

This was answered in the CEO’s presentation and we will email a response to the email directly following the AGM

Question regarding the Club & Facility conference and that this was a good opportunity to share ideas and bring clubs together and would be missed.

TF said plans were in place to look and engage with clubs with a road show and we will look at how we can make sure there are possibilities for clubs to share knowledge and best practice.