
Council

Minutes of the meeting held at HQ and virtually by Microsoft Teams

Tuesday 5 March at 9.30am

| | | | | |
|---------------------|------------------------|--------------------|-----------------------------|--|
| Present at HQ: | Mary Barratt | - | Chair | |
| | Mark Bayada | - | Vice Chair | |
| | Robert Hartley | - | INED | |
| | Natasha Higman | - | Treasurer | |
| | Theodoros Koutroukides | - | - | |
| | Richard Lockwood | - | INED | |
| | Craig Poxon | - | | |
| Present on Teams: | Wes Guest | - | | |
| | Karl Kojro | - | | |
| In attendance: | Robert Gibson | - | Chief Executive Officer | |
| | Liam Domin-Goddard | - | Communications Manager | |
| | Ryan Mancy | - | STO | |
| | Jeff Montgomery | - | Head of ST&C & STC Chair | |
| | Lise Moore | - | Head of F&O (Secretary) | |
| | Tony Butler | - | Vice President | |
| | John Smyth | - | Vice President | |
| | Martin Soulsby | - | Vice President | |
| | Observers: | Tony Crilly | | |
| | | Jodie-Leigh Foster | | |
| Paul Morgan | | | | |
| Observers on Teams: | Rebecca Bradley | | | |
| | Alan Gayton | | | |
| | Yashvir Surana | | | |

The Chair welcomed everyone and reminded those present that the meeting would be recorded to assist with the preparation of the minutes after which the recording would be deleted.

A point of order was raised regarding non-members observing the meeting. The Chair informed those present that all observers had been invited at her request, but the point of order would be noted.

During the meeting, a presentation was made for Dave Lucas who is due to retire at the end of April after nearly 21 years of service to the Association.

| Item | Minute |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11/24 | <p><u>Apologies for absence</u></p> <p>One apology was noted from Adrian Bond.</p> |
| 12/24 | <p><u>Declarations of interest</u></p> <p>The Chair reminded Directors that anyone with a personal, financial, or material interest must declare a conflict of interest and step away from the discussion and abstain from voting on that item.</p> |
| 13/24 | <p><u>Minutes of the meeting held on Tuesday 28 November 2023 and Monday 11 December 2023</u></p> <p>The Chair raised the point that there had been inadequate response to the emails regarding electronic approval of the minutes from 28 November and 11 December 2023 so accordingly asked for approval of these minutes at this meeting.</p> <p><u>Proposal Received</u> To approve the minutes from 28 November 2023 Proposer: Rob Hartley. Seconder: Mark Bayada Counterproposals: none Abstain: 2. Against: none. Proposal Carried</p> <p><u>Proposal Received</u> To approve the minutes from 11 December 2023 Proposer: Rob Hartley. Seconder: Natasha Higman Counterproposals: none Abstain: 2. Against: none. Proposal Carried</p> |
| 14/24 | <p><u>Matters arising</u></p> <p>Of the 31 actions from the November meeting, only four were outstanding. One is not due to be completed until November 2024 (86/23), one has been completed very recently (93/23), another is no longer applicable (89/23).</p> <p><u>From the meeting on 28 November 2023.</u></p> <p><i>93/23 Royal Aero Club – A request was made that the details surrounding the 2024 Bursary Scheme were socialised as British Skydiving are the main recipients.</i></p> <p>A question was raised about when the details of the 2024 Royal Aero Club Bursary Scheme are going to be socialised across British Skydiving. The Chair stated that the CEO had agreed to liaise with the Communications Manager to get the details out on email and on our social media platforms as soon as possible as the deadline for applications is at the end of March.</p> <p>Action: For CEO to liaise with the Communications Manager regarding communications surrounding the RAeC Bursary. Applications for the Bursary have a deadline of end of March 2024.</p> <p style="text-align: right;"><i>Action owner: CEO</i></p> <p><i>89/23 Add detail of current state – 3-year view to CEO report 01/03/2024.</i> The CEO reported that this action had not been completed due to ongoing time constraints.</p> <p>There were no other matters arising.</p> |

Strategic Plan

A PDF of the strategy document had been circulated ahead of the meeting and taken as read. The Chair stated that a PDF of the strategic plan was now available in the onboarding folder and should be the consistent point of reference for the Directors and Chairs of Committees.

A question was raised about how progress would be measured against the strategic plan, which prompted some discussion. Three suggestions were made:

- the CEO should report back on strategy at every board meeting as one of the first items on the agenda.
- one of the Independent Non-Executive Directors should focus on governance.
- the Association could form a Governance, Audit and Risk Committee.

Action:

To remove the reference to bcorporation from 3.5 in the Strategic Plan document
Action owner: Chair

Action:

That the Strategy document is a standing item on all Board agendas.
Action Owner: Chair

Action:

That the Strategy document is a standing item on all Committee agendas.
Action owner: Chairs of Committees

A further point was raised in reference to item 3.2 of the Strategic Plan; at the ISC meeting in January last there was an opportunity to build the influence of British Skydiving across the industry, but three members of ISC Committees were unable to attend due to financial constraints. It was asked whether this might be addressed in future. The Chair said that role descriptions for ISC Delegates and Committee members would be addressed as part of a later agenda item.

The Chair went on to ask for ideas about making the document member facing and more accessible.

Action:

To fine tune the measurements in the strategy document.
Action owner: Chair / CEO

Meeting Governance

The Board paper on Governance and the meeting workflow document was circulated ahead of the meeting and taken as read.

A point was raised that with the implementation of the meeting workflow document for this meeting, some Director's felt there hasn't been adequate time for them to prepare their papers. The Chair stated that this was a trade-off for the operations team who needed to start implementing the workflow and there had been some flex to accommodate this. If the document is agreed, Directors would be aware of the new time frames, so this should not reoccur.

A further point was raised about how the Chair of the Board and other Committees might deal with AOB, as items may well come up which need to be addressed after the agenda and SharePoint folder have been finalised, but ahead of the actual meeting. After much discussion Council agreed that any item of other business for a Board or Committee meeting should be for information only and can be submitted to the Chair and Secretary by week -1 of the meeting. An item of any other business that requires a detailed discussion, decision and vote may require the convening a special Board meeting if suitably important.

The Chair of EPC and STC stated that their committees might require greater flexibility.

Proposal Received

Accept, and adhere to the workflow set out on the accompanying document amended to include T -1 week for non-decision matters of AOB to be added to the agenda at the discretion of the relevant Chair.

Proposer: Natasha Higman. Seconder: Richard Lockwood

Counterproposals: none

Abstain: none. Against: none.

Proposal Carried

Proposal Received

Agree that draft minutes be circulated for approval via OneDrive and that, for minutes to be ratified, at least 51% of the Directors/ Committee members must respond to the email circulating the draft minutes for approval in the given time frame stating that they accept the minutes.

Proposer: Natasha Higman. Seconder: Richard Lockwood

Counterproposals; none

Abstain: none. Against: none.

Proposal Carried

Proposal Received

Agree the protocols for circulation of papers and draft minutes for Council and Committees, action staff and Computerlink working together to ensure this is delivered.

- Board packs for open meetings circulated to the Board, CEO, SLT only.
- Board packs for in camera meetings circulated to Directors only, with other parties included as relevant according to agreement with the Board / Committee Chair.
- The circulation and approval of draft minutes is a matter for all Board / Committee members, both voting and non-voting, only.

Proposer: Natasha Higman. Seconder: Richard Lockwood

Counterproposals: none

Abstain: none. Against: none.

Proposal Carried

Action:

To action staff to work to the agreed protocols above.

Action owner: CEO

17/24

Recommendations from Independent Board Review

17.1 Governance Recommendations – Implementation plan

There were 16 recommendations that were agreed at the Board meeting in December 2023. These have now been integrated into the draft document circulated ahead of the meeting and taken as read. Each of the 16 recommendations have sub actions which will need to be completed and except for one person, all those named in the draft document are aware of the time scales involved to have everything in place by the end of the calendar year.

A discussion took place around whether the remit of the Nominations Committee could be extended, however it was agreed that the members could be acting outside of their scope according to the wording in the Articles of Association.

Proposal Received

For Council to approve the formation of a Governance Working Group to co-ordinate the implementation of the Governance recommendations. The membership of the Working Group to comprise of the Chair, the Vice Chair, the CEO and an INED and any other party as required to provide expertise.

Proposer: Robert Hartley. Seconder: Natasha Higman

Counterproposals; none

Abstain: none. Against: none.

Proposal Carried

A further discussion took place regarding the person taking overall responsibility for ensuring the implementation of the actions on the draft document is completed in a timely fashion.

Proposal Received

Rob Hartley be the appointed person responsible for overseeing the implementation of the Governance Document and reporting back to the Board.

Proposer: Rob Hartley. Seconder: Richard Lockwood

Counterproposals: none

Abstain: none. Against: none.

Proposal Carried

Action:

To request a licence for MS Project from Computerlink for Rob Hartley.

Action owner: Head of F&O

Action:

To prepare a Terms of Reference for the Governance Working Group.

Action owner: Robert Hartley

17.2 British Skydiving Representation at ISC

A Board paper on this subject had been circulated ahead of the meeting and taken as read. Ahead of the discussion, Natasha Higman and Craig Poxon declared a conflict of interest. The Chair agreed that as Natasha Higman had written the paper she could join in the discussion.

The paper was for the Board to consider the draft role description and selection process for the Delegate and Alternate Delegate to ISC, and role description and selection criteria for an ISC Committee Member / appointed observer. The Board was also asked to agree the timescales for which these role descriptions and selection criteria should be introduced.

A very lengthy and robust discussion took place regarding the role descriptions and selection criteria presented for both the Delegate / Alternate Delegate and the Committee Members of ISC.

The Board then went on to discuss the timings for implementing the role descriptions and selection criteria and how they could be staggered.

Natasha Higman left the room for the remainder of this discussion and Craig Poxon who is the incumbent Alternate Delegate, took no further part in the discussion.

John Smyth, the incumbent Delegate to ISC announced that he would not be standing as the ISC Delegate in the future but would be available to support the person who is chosen to be the Delegate elect.

Proposal Received

To approve the role descriptions and selection criteria with amendments to the required skills, inclusion of essential and desirable criteria, and some minor amendments to some of the wording Proposer: Natasha Higman. Seconder:

Theodoros Koutroukides

Counterproposals: none

Abstain: 2. Against: none.

Proposal Carried

Proposal Received

That the tenure for the Alternate Delegate role will start from June 2024 (with the incumbent in role for 3 years) and the recruitment of the Delegate from June 2025 (with the expectation that the incumbent will step down)

Proposer: Mark Bayada. Seconder, Theo Theodoros Koutroukides

Counterproposals: none

Abstain: 2. Against: none.

Proposal Carried

Action:

To inform the RAeC of the name of the Delegate Elect in June 2025

Action owner: Head of F&O

18/24

Strategic Goal 3: Membership & Legacy – Building Influence, Community & Legacy

The Chair spoke to her paper circulated ahead of the meeting and taken as read. One of the goals set on the Strategic Plan, is to agree a charity that British Skydiving offers members the opportunity to support on an annual basis as part of the annual renewal process. The paper raised the need to set out the process for this.

After some discussion, it was agreed that the charity selected should be a national not regional one.

Proposal Received

The identification of a process for selecting a charity partner is led by the Operational Team, reporting into MDC with a recommendation for that process.

Proposer: Rob Hartley. Seconder: Theodoros Koutroukides

Counterproposals: none

Abstain: none. Against: none.

Proposal Carried

Action:

To prepare a recommendation for the process of selecting a charity partner by the November MDC meeting.

Action owner: CEO

Action:

To push communications on the current charity across all our social media platforms in time for renewals in March.

Action owner: Communications Manager

19/24

Expo Programme Board Debrief

The report from the Programme Board was circulated ahead of the meeting and taken as read. Feedback from the Expo has largely been positive, although attendance had been lower than usual. Poor feedback had been received again regarding the Gala Dinner which reinforces the need to make some changes here. A conversation took place around whether the Expo Programme Board should be managed by a Director or by a staff member.

Proposal Received

The immediate formation of a permanent Expo Programme Board to sit as a subcommittee of MDC.

Proposer: Robert Hartley. Seconder: Natasha Higman

Counterproposals: none

Abstain: none. Against: none.

Proposal Carried

Proposal Received

The CEO to identify a suitable project lead from HQ staff to Chair the Programme Board.

Proposer: Robert Hartley. Seconder: Mark Bayada

Counterproposals: none

Abstain: none. Against: none.

Proposal Carried

Action:

To prepare a Terms of Reference for the Expo Programme Board and a suitable Chair from the Operational Team for the next MDC meeting.

Action owner: CEO

Council approved an extension to the meeting during the in camera session.

The Chair informed those that had returned to the open meeting of the actions from the in camera session.

Casual vacancies

Two candidates had been selected and all the nominated candidates would be informed at the earliest opportunity.

Report from the CEO

A comprehensive report from the CEO was received and there were several actions to be completed from this.

Staff Matters

There was discussion that took place on staff matters.

Management Accounts

There was a discussion on one aspect of the Management Accounts.

Due to the overrun of the meeting only items requiring a decision were discussed from this point onwards.

The Treasurer went on to inform the members of the Board that when looking at the management accounts, the Chairs of the relevant committees need to refer to the final column which is where the +/-5% metric is the target for the strategic goal.

23.1.2 Merchandising

This information only item was not discussed.

23.2.1 Safety and Training Committee (STC)

The details of an Operations Manual amendment were circulated with the agenda and taken as read.

Proposal Received

To ratify the changes to the Operations Manual as in the circulated document, alongside some minor wording changes i.e. COO to CEO.

Proposer: Natasha Higman. Seconder: Mark Bayada

Counterproposals: none

Abstain: none. Against: none.

Proposal carried.

Action:

To make the required minor wording amendments to the Operations Manual

Action owner: Head of S,T & C

23.2.2 Re-affiliation of the Army Parachute Association

A conflict of interest was declared by Mark Bayada and Craig Poxon

The re-affiliation form for Army Parachute Association had been received. There has been a change in the manager of the PTO which necessitated approval by STC and ratification by the Board.

Proposal Received

To approve the re-affiliation of APA as in the circulated document.

Proposer: Natasha Higman. Seconder: Theodoros Koutroukides

Counterproposals: none

Abstain: 2. Against: none.

Proposal Carried

23.3 Elite Performance Committee (EPC)

This information only item was not discussed.

23.4 Members Development Committee (MDC)

This information only item was not discussed.

24/24 **DZO/ British Skydiving WG – Update**

This information only item was not discussed.

25/24 **Royal Aero Club - Update**

This information only item was not discussed.

26/24 **Mentoring – Pilot Framework for 2024**

This item was not discussed.

27/24 **A.O.B.**

There were no items for any other business.

28/23 **Dates of Next Meetings**

The next meeting will be on the 30 April 2024 at 18.00 hrs by Microsoft Teams.

With no further business the meeting closed at 14.53 PM.

Signed

Dated.....

Mary Barratt

Chair of Council