
**Minutes of the Board meeting held virtually by Microsoft Teams
Tuesday 25 June 2024 at 18.00**

Present:	Mary Barratt	-	Chair
	Mark Bayada	-	Vice Chair
	Adrian Bond	-	Director
	Rebecca Bradley	-	Director
	Tony Crilly	-	Director
	Wes Guest	-	Chair of EPC
	Robert Hartley	-	INED (Until 20.48)
	Natasha Higman	-	Treasurer
	Karl Kojro	-	Chair of MDC
	Richard Lockwood	-	INED
	Craig Poxon	-	Director (until 18.38 and from 21.06)
In Attendance:	Tony Butler	-	Vice President
	Robert Gibson	-	Chief Executive Officer
	Jeff Montgomery	-	Head of STC & STC Chair
	Lise Moore	-	Head of F&O (Secretary)
Observers:	Martin Harris	-	Skydiving London

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.

Item	Minute
44/24	<p><u>Apologies for Absence</u></p> <p>None received.</p> <p>The Chair reiterated Theo Koutroukides' written resignation from his position as Director, circulated to Directors on 23 June. The Chair thanked Theo for his outstanding contribution during his short time as a Director and stated they will email Directors to pick up the matter of the casual vacancy that has now been created.</p>
45/24	<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 before the item, remove themselves from the discussion, unless invited to contribute by the Chair, and abstain from voting on that item.</p>
46/24	<p><u>Minutes of the Meetings Held on Tuesday 30 April 2024</u></p> <p>These minutes had been approved electronically on 28 May 2024 and published to the website on 29 May 2024.</p>

47/24

Matters Arising

There are five outstanding actions from the previous meetings. Two outstanding actions are due to be completed November 2024 (86/23, 18/24), and a third is due to be completed June 2025 (17/24).

From the Meeting on 5 March 2024

15/24- To fine tune the measurements in the strategy document. These will be picked up in the CEO report.

Action: Chair and CEO to provide a revised version of the strategy document.

***Action Owner:** Mary Barratt / Rob Gibson
Due: 20 August 2024*

48/24

Strategic Plan

The PDF of the Strategic Plan had been circulated ahead of the meeting and taken as read. Following on from an action at the previous meeting, this is an amended document making it more user-friendly. The Chair said that they would appreciate any feedback on those changes outside of the meeting.

49/24

Governance Recommendations – Implementation Plan

The independent Board review conducted last year produced several recommendations, to which four papers were presented. Each paper was taken as read and, in turn, robust discussions were held around the topics before proposals were received.

Governance Recommendation 11 – Risk T&F Group

Proposal Received: Establish a Risk Strategy Task and Finish Group, as described in the draft Terms of Reference and paper 6.1.1, to be chaired by Tony Crilly and including Richard Lockwood as a member.

Proposer: Rob Hartley

Secunder: Karl Kojro

Abstain: none

Against: none

Proposal Carried

Action: Have a revised Terms of Reference, confirm the composition of the group and begin the work required ahead of the September Board meeting.

***Action Owner:** Tony Crilly
Due: 20 August 2024*

Governance Recommendation 3 – Matters Reserved for the Board

The Head of Finance and Operations presented a draft Matters Reserved for the Board document and explained the reasons why such a document is required.

Questions were raised regarding some of the values for the financial reporting and control limits, whether the Board needs to approve the Association's operational policies or just strategic ones, and whether approval of strategic contracts needs a greater level of detail.

Action: Revise the draft Matters Reserved for the Board paper ahead of the September Board meeting.

Action Owner: Lise Moore
Due: 20 August 2024

Governance Recommendation 4 – Skills Audit Report

Proposal Received: To accept and implement the actions recommended in the paper and Appendix, 6.3.1 and 6.3.2.

Proposer: Rebecca Bradley

Seconder: Rob Hartley

Abstain: none

Against: none

Proposal Carried

Action: Address gaps in the Board's skills and expertise (as identified through the Skills Audit conducted as part of the 2023 Independent Board Review) in the recruitment for INED and NED roles for the 2024 intake.

Action Owner: Mary Barratt
Due: 20 August 2024

Action: Review the Strategic Plan to identify priority areas of skill and expertise for 2023 to 2027 and add this detail to a Board Succession Plan.

Action Owner: Mary Barratt
Due: 20 August 2024

Action: Develop an annual Internal Skills Audit document and process for Directors, based on the template provided by the Independent Board Review (included in the Appendix, 6.3.2). This document and process to be tested in preparation for signing off by the Board at the September meeting.

Action Owner: Rob Gibson
Due: 20 August 2024

Action: Complete a 2024 Skills Audit for findings to be added to Board Succession Plan and inform priorities in recruitment for 2025.

Action Owner: Directors
Due: 10 September 2024

Action: Prioritise the skills and expertise identified by the Board Succession Plan in the recruitment for INED & NED roles for 2025 intake.

Action Owner: Mary Barratt
Due: 20 September 2024

Action: Use an annual Skills Audit to capture current and potential distribution of skills and expertise within the Board Succession Plan. This should be supported by a 5-year cycle of Skills Audits conducted by an external body.

Action Owner: Rob Gibson / Lise Moore
Due: Annually

Action: Use the Board Succession Plan to inform recruitment for INED & NED roles beyond 2025, by identifying current and future gaps in skills and expertise.

Action Owner: Mary Barratt / Rob Gibson / Chair of Nominations Committee
Due: Annually

Governance Recommendation 6 – Board Succession Planning

Appendix 6.3.2 recommended that a draft Succession Plan Matrix is approved, developed and incorporated into the annually updated Council Master List that sits in the Council SharePoint folder. The responsibility for managing this Succession Plan Matrix and the associated Skills Audit will sit with the Board Secretary, which includes ensuring that the plan is regularly reviewed and updated. There was agreement that the draft matrix should include IT and Risk Management as essential areas of expertise.

Proposal Received: Accept the above recommendation.

Proposer: Karl Kojro
Seconder: Tony Crilly
Abstain: none
Against: none
Proposal Carried

Further recommendations were made to support the above proposal.

Develop a Volunteer Strategic Road Map, which would include onboarding, succession planning, ongoing training and mentoring, and a member-facing infographic type document to help map out volunteer roles (e.g. Judge, TEA, WG, T&F Group, Committees, etc)

Action: Provide a Volunteer Strategic Road Map developed by the Operations team (drawing in other experts as required) and agreed by the Board (as per the Strategic Plan (Item 4.3).

Action Owner: Rob Gibson
Due: 20 August 2024

Formal and informal training programmes and resources for Board members, to be implemented from recruitment and onboarding to end of term and beyond.

Action: Continue the development currently underway (mentoring framework, biannual in-person training, resources in the training folder and ideas of including short, online evening training sessions and developing LMS).

Action Owner: Mary Barratt / Rob Gibson
Ongoing

Action: Establish a clear and realistic budget in line for this.

Action Owner: Rob Gibson / Lise Moore
Due: 25 June 2024

Consideration of ways to better identify and support progression interests so that these can be effectively mapped to the Board Succession Plan, allowing for resources and gaps to be more effectively managed in the longer term.

Action: Board member in-person training for 2025 to include a workshop on improving the Board's approach to succession planning.

Action Owner: Mary Barratt / Rob Gibson
Due: In-person Board meeting early 2025

Proposal Received: Implement each of these actions to support the Board Succession Plan.

Proposer: Adrian Bond
Secunder: Richard Lockwood
Abstain: none
Against: none
Proposal Carried

Action: Review the suggestion that the Succession Plan Matrix is published to the membership.

***Action Owner:** Mary Barratt
Due: 20 August 2024*

Governance Recommendation 2 - Electoral Process

The T&F Group recommended that the Board agree that the Nominations Committee should lead the process for all Board appointments, whether election or recruitment, as recommended by the 2023 Independent Board Review. The Committee should lead on engaging and selecting candidates, which are then put to the Board's recommendations for ratification. The Nominations Committee's primary task should be to evaluate the Board's needs and ensure that all Board appointments are aligned with priority requirements, as set out in the Code for Sport Governance (requirement 2.8).

Proposal Received: Accept the T&F Group's recommendations and supporting actions as set out in Appendix 6.3.2 and included below.

Proposer: Adrian Bond
Secunder: Tony Crilly
Abstain: none
Against: none
Proposal Carried

Proposal Received: Agree the extension of the Nominations Committee's remit to include appointments of Patrons, Presidents, Vice Presidents (article 16.1), Delegates to ISC & RAeC, and other such honorary and internationally representative roles that the Board deems suitable.

Proposer: Tony Crilly
Secunder: Rob Hartley
Abstain: none
Against: none
Proposal Carried

It was agreed that the Nominations Committee does not need to draft standardised process and role descriptions for each of the above-mentioned roles, as this will be covered by another strand of work in response to the Governance Recommendations.

Proposal Received: Action the Nominations Committee to draft a revised Terms of Reference, to be agreed in principle by the Board and then implemented following the membership's acceptance of proposed changes to Articles of Association at AGM 2025.

Proposer: Rebecca Bradley
Secunder: Adrian Bond
Abstain: none
Against: none
Proposal Carried

***Action Owner:** Nominations Committee
Due: 5 November 2024*

Proposal Received: To agree the following are standard requirements for the NED role:

- Eligible to be a Director from the point of nomination
- Full member at point of nomination
- In good standing with the Association (i.e. not in debt to the Association, suspended for disciplinary reasons or subject to internal investigation) at nomination point
- Proposer and seconder full members at point of nomination (as above)
- Declare conflicts of interest
- Application (online form/video) sharing:
 - skydiving experience
 - skills, with specific reference to the NED responsibilities competences and behaviours
 - skills and experience aligned with current needs of the Board
 - IDE commitment
 - good governance commitment.

Proposer: Mark Bayada

Secunder: Adrian Bond

Abstain: none

Against: none

Proposal Carried

Proposal Received: To agree the following changes to the current INED and casual vacancy recruitment process:

- Amendment to current requirements (all others stay the same).
 - eligible to be a Director (self-declaration at application point via online form)
 - current full member (casual vacancy only)
- Implementation of recommendations in 2023 to 2024 debrief report.
 - use an online application form aligned with the information sought
 - ensure criteria for different roles include carefully allocated weightings (if appropriate)
 - incorporate interviews where possible
 - start the process earlier (e.g. from June meeting) (INED only).

Proposer: Tony Crilly

Secunder: Adrian Bond

Abstain: none

Against: none

Proposal Carried

Proposal Received: Develop targeted role packs to be used across all Board roles, to include:

- Detail on recruitment process
- Detail on standard requirements
- Detail on expectations and limitations of Director role
- Indication of average time commitment of Director role
- Words from current NEDs / INEDs on the experience
- Online submission portal which incorporates membership details and eligibility form.

Proposer: Rob Hartley
Seconder: Adrian Bond
Abstain: none
Against: none
Proposal Carried

Action Owner: Nominations Committee
Due: For Elections / Recruitment 2024-25

Proposal Received: Make the necessary changes around the agreed remit of the Nominations Committee to the Articles of Association.

Proposer: Tony Crilly
Seconder: Adrian Bond
Abstain: none
Against: none
Proposal Carried

Action: Make amendments to the *Articles* as necessary, to encompass the changes agreed.

Action Owner: Rob Gibson
Due: For AGM 2025

Action: Take proposed changes to the *Articles of Association* to the membership for acceptance where required.

Action Owner: Mary Barratt
Due: For AGM 2025

Governance Recommendation 5 – Board Composition

The Appendix (6.3.2) noted two elements needed to create a Board of Directors that is balanced, skilled and diverse. The first is getting the right balance of NEDs and INEDs, and the second is ensuring the appointment processes are correct.

Good governance guidance benchmarking against Tier Three of Sport England's *Code for Sports Governance* is that at least 25% of the Board should be INEDs, with the Board appointing one of its INEDs to be the Senior Independent Director. Our Board currently comprises the ratio of NEDs and INEDs at 10:2, which is 17%.

The paper presented research and suggested six different options for NED to INED ratios.

Proposal Received: Increase the number of INEDs to 4 (Recommendation E of the paper).

Proposer: Rebecca Bradley
Seconder: Adrian Bond
Abstain: one
Against: none
Proposal Carried

Action: Draft the proposed changes of the number of INEDs to the *Articles of Association*.

Action Owner: Rob Gibson
Due: For AGM 2025

Action: Take proposed changes to the *Articles of Association* to the membership for acceptance where required.

Action Owner: Mary Barratt
Due: For AGM 2025

Proposal Received: Have each INED aligned with a specific role or area of expertise and one of the INEDs as a Senior Independent Director.

Proposer: Adrian Bond

Secunder: Karl Kojro

Abstain: none

Against: none

Proposal Carried

Due to insufficient time, the second part of the Governance Recommendation 5, the appointment process for NED / INED roles, was deferred to an extraordinary Board meeting at the earliest opportunity. Date to be confirmed via email.

Update on the in-camera discussions

50/24

Consolidated Risk Register

The CEO spoke to the Consolidated Risk Register (CRR).
All staff other than the CEO were asked to leave for the next item.

51/24

Staff Matters

A paper from the Employment Committee had been circulated to Directors and was taken as read. A salary increase of 3.8% was agreed.

52/24

New Membership System

It was agreed that HubSpot would be used for the new membership system.

53/24

Budget 2024-2025

The Directors agreed a breakeven budget with a contingency of £66k added.

54/24

CEO Report

The report from the CEO and associated papers had been circulated and taken as read.

The Board agreed to extend the meeting by up to 30 minutes.

55/24

Reports from Committees of Council

All reports and minutes from Committees of Council were taken as read.

55.1 Finance Committee

No questions were raised regarding the minutes or the May management accounts.

The Treasurer informed Directors that the first meeting with the auditors to start the audit process will take place on Wednesday 26 June 2024.

All the loans that were made to the PTOs during COVID have now been repaid and the chattel mortgages satisfied on Companies House.

55.2. Safety and Training Committee (STC)

The Chair of STC stated that the minutes in the folder were from the April meeting and there had been a subsequent meeting on 6 June 2024. These minutes have not yet been finalised.

A request for affiliation had been received from Skydiving London (previously trading as the London Parachute School and Skydive Centre). Their request to

start operating from RAF Weston on the Green at weekends had been approved by STC and the Chair asked for ratification at this meeting.

Proposal Received: Accept the affiliation of Skydiving London as approved by STC.

Proposer: Natasha Higman

Secunder: Tony Crilly

Abstain: none

Against: none

Proposal Carried

The interim report for the recent fatality has been circulated and is available for the Directors.

Action: Circulate the interim report from the fatality to Directors.

Action Owner: Lise Moore

Due: 26 June 2024

A revised terms of reference for STC and the Riggers Subcommittee had been sent out to the Chief Instructors for an e-vote but had received insufficient replies to approve. It was agreed that these would now be updated to follow the new Terms of Reference template and then circulated to Directors for an e-vote.

Action: Circulate the updated Terms of Reference for STC and Riggers Subcommittee to Directors for an e-vote.

Action Owner: Lise Moore

Due: 9 July 2024

55.3 Elite Performance Committee (EPC)

The Chair of EPC stated that the competition season was well underway. The competitions where there were challenges with judges' availability had now passed.

The CEO informed the Directors that staff would be attending the Nationals throughout the season and a request was made that the hosts were informed of this.

55.4 Members Development Committee (MDC)

The Chair of MDC and Adrian Bond provided an update to the Marcomms Development Group activities. The Marcomms paper included two appendices which gave details of an ambassador scheme designed to reward high-profile members of the Association who champion British Skydiving within the skydiving community and to the public. The members of the Marcomms team suggested that the purpose of these people was to create content and visibility that could be used across social media.

Questions were raised regarding the rewards that would be offered to these ambassadors, especially if they had contractual deliverables. The appendix suggested that the ambassadors would get some merchandise from British Skydiving, and the Chair of MDC mentioned that there was also a budget line for free membership if they delivered the required content during the year. Two members have already agreed to this commitment for the forthcoming year.

This pilot study would be measured with the already promoted baseline social media, communication, membership, and retention metrics. Questions were raised around the metrics aligned with the pilot project, the process of recruitment to roles, the need to consider diversity and the contractual obligations.

The Chair of MDC referred to the minutes of the last meeting where there had been some recent issues with the timing of applications for funding for Development Events. This is putting the Committee in a difficult position, as they want to support these events, but the applicants are not following due process. A suggestion raised was that there needed to be more clear guidance around these events, with the dates of the MDC meetings published so members know the dates by which any funding applications need to be made.

Action: The suggestion of clear guidance and published MDC meeting dates to be discussed further at the next MDC meeting.

***Action Owner:** Karl Kojro
Due: 4 July 2024*

56/24

A.O.B.

There were no items for any other business.

The Chair noted that so far very few Directors had indicated when they would be able to attend events to represent the Association, to help create more visibility and build connections with members. They asked if the events spreadsheet could be re-circulated and for the Directors to fill in their availability.

Action: Events spreadsheet to be circulated to Directors.

***Action Owner:** Lise Moore
Due: 26 June 2024*

Action: Circulate the staff attendance spreadsheet to Directors.

***Action Owner:** Rob Gibson
Due: 26 June 2024*

57/24

Dates of Next Meetings

The next meeting will be on 10 September 2024 at 18.00 by Microsoft Teams.

With no further business the meeting closed at 21:19.

Signed

Dated.....

Mary Barratt

Chair of Council