

**Minutes of the Board Meeting Held Virtually by Microsoft Teams
Tuesday 10 September 2024 at 18.00**

Present:	Mary Barratt	-	Chair
	Mark Bayada	-	Vice Chair
	Adrian Bond	-	Director
	Rebecca Bradley	-	Director
	Tony Crilly	-	Director
	Robert Hartley	-	INED
	Natasha Higman	-	Treasurer (until 20.55)
	Stephanie Flanagan	-	Director
	Karl Kojro	-	Chair of MDC
	Richard Lockwood	-	INED
	Craig Poxon	-	Director
	Roumie Radountcheva	-	Director
	Martin Soulsby	-	Vice President / Delegate to RAeC (until 19.10)
	In Attendance:	Robert Gibson	-
Jeff Montgomery		-	Head of Safety, Training & Comps
Lise Moore		-	Head of F&O (Secretary)

Before the meeting started the Chair stated that there had been an excellent response to the call to fill two vacant Director roles and went on to welcome the two new Directors who would sit on the Board of Directors until February 2025. The Chair 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

65/24 Apologies for Absence

None

66/24 Declarations of Interest

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.

67/24 Minutes of the Meetings Held on Tuesday 25 June 2024

These minutes had been approved electronically on 22 July and published to the website on 22 July 2024.

Minutes of the Meetings Held on Tuesday 30 July 2024

These minutes had failed to receive the required 51% agreement for electronic approval.

Proposal Received: To accept that the minutes from the meeting on the 30 July 2024 were a true and accurate record of the meeting.

Proposer: Karl Kojro
Secunder: Tony Crilly
Counterproposals: None
Abstain: Two
Against: One (Craig Poxon)
Proposal Carried

Action: Publish the approved minutes to the website.

***Action Owner:** Lise Moore
Due: 13 September 2024*

68/24

Matters Arising from the minutes

49/24 Annual Skills audit – Ongoing – new due date of November meeting.

***Action Owner:** Robert Gibson
Due: 5 November 2024*

49/24 Volunteer strategic road map – The CEO stated that he was unsure what this might look like.

Action: The Chair and CEO to have a discussion outside of the meeting to see what that might look like.

***Action Owner:** Robert Gibson / Mary Barratt
Due: November 2024*

49/24 Succession Planning – The revised document had been shared with the Board and sharing with the membership during AGM has been considered.

54/24 Add KPIs to the Strategic Plan. – This action will be taken up by the CEO as KPIs at this level are included in the CEO's report to the Board.

Action: To include KPIs in the CEO's report to the Board.

***Action Owner:** Robert Gibson
Due: 5 November 2024*

69/24

Investments

In the absence of David Ryley from Ryley Wealth Management this item was not fully discussed.

Action: To re-invite David Ryley to the meeting due to take place to approve the Audited Accounts.

***Action Owner:** Lise Moore
Due: 5 November 2024*

There was some discussion about the quarterly valuation report from SJPP not being what the Directors expected to see.

Action: Lise to send the most recent SJPP reports to Richard Lockwood.

***Action Owner:** Lise Moore
Due: 20 September 2024*

Action: As the current Treasurer is standing down at the next AGM, for there to be a meeting between Natasha Higman and Richard Lockwood as part of the Finance handover. Karl Kojro asked to be included in that meeting.

***Action Owner:** Natasha Higman
Due: 26 November 2024*

70/24

Strategic Plan

This is a standing item on the agenda. The Chair explained that the CEO is picking up some of the KPIs aligned to the strategic plan in his report later in the meeting.

71/24

Governance Recommendations – Implementation Plan

71.1 Update on the implementation

Rob Hartley gave a brief resume for this agenda item for the benefit of the new Directors and an update on the progress made so far.

71.2 Schedule of Delegation

Lise Moore spoke about the schedule of delegation paper which had been circulated ahead of the meeting and taken as read. The paper was to clarify the responsibilities of the Directors in areas such as Corporate Governance, Strategy and Management, Financial Reporting and so on, alongside detailing the roles of the CEO and his team in the same areas.

A brief discussion took place regarding the Financial limit for non-budgeted items as well as the requirement for Director sign-off for budgeted items. A suggestion was made that a process of signing off budgeted items is prepared, to be discussed at the next Finance meeting.

Proposal Received: To approve the schedule of Delegation in principle with the following caveats

1. that the amount of £30,000 is discussed at the next Finance Committee meeting to ascertain whether this amount is suitable for British Skydiving.
2. that the Finance Committee reviews the process for signing off budgeted items.

Proposer: Richard Lockwood

Secunder: Rob Hartley

Counterproposals: None

Abstain: Two

Against: None

Proposal Carried

Action: For £30,000 limit to be discussed at the Finance Committee meeting.

***Action Owner:** Finance Committee*

***Due:** 1 October 2024*

Action: Prepare a process for signing off all budgeted items without having to get approval from Directors.

***Action Owner:** Lise Moore*

***Due:** 1 October 2024*

71.3 Chair, Vice Chair and Senior Independent Director Responsibilities

A paper and supporting document were circulated ahead of the meeting and taken as read. The purpose of bringing this to the meeting was to get feedback from Directors ahead of seeking final sign off at the November meeting. There was one comment regarding the role of SID and a potential conflict if providing a sounding board for the Chair, which Mary said she would be happy to amend.

Action: Amend the responsibilities of the SID so that there was no conflict when acting as a sounding board for the Chair and as a check on the performance of the Chair.

***Action Owner:** Mary Barratt*

***Due:** 5 November 2024*

72/24

Northern Ireland Recognition

A paper authored by Rob Hartley was circulated ahead of the meeting and taken as read. The premise of the paper was that Skydive Ireland needed to be recognised by Sport NI to be able to secure additional funding and support. The current position is that there is no recognised NGB for skydiving in Northern

Ireland. The paper recommended that when reference to British Skydiving is made, it includes all PTOs in the UK and overseas territories, the former includes Northern Ireland. The paper further recommended that British Skydiving is the best placed NGB to govern and develop skydiving in Northern Ireland.

There followed some discussion around the table regarding any possible legalities that may occur from UK air law.

Proposal Received: To acknowledge that, although trading as British Skydiving, our affiliated PTOs operate across a geographic range that includes the UK and UK Overseas Territories. The former of these includes Northern Ireland.

Proposer: Adrian Bond
Secunder: Karl Kojro
Counterproposals: None
Abstain: Two
Against: None
Proposal Carried

Proposal Received: To acknowledge that British Skydiving is the best placed NGB to govern and develop the sport of skydiving in Northern Ireland.

Proposer: Mark Bayada
Secunder: Tony Crilly
Counterproposals: None
Abstain: Two
Against: None
Proposal Carried

Action: Rob Hartley to send the document to Sport NI and confirm that there is no need for a change in our Articles of Association.

*Action Owner: Rob Hartley
Due: To be confirmed*

73/24

Royal Aero Club Report

Before this item was handed to Martin Soulsby, the Chair congratulated him on being elected as the new Chair of RAeC. A brief discussion took place regarding how the conflicts of interest this presents are mitigated and the Board's acceptance of that risk. Martin spoke about his paper that was circulated ahead of the meeting and taken as read.

Martin Soulsby stated that the LAA are considering their position within the RAeC which might result in an increase in British Skydiving's contributions to the RAeC.

A brief discussion took place as to how this might impact British Skydiving, however, it was suggested that no decision on this is made until the LAA and RAeC have confirmed their positions, which is expected to be at their October meeting.

74/24

Risk Strategy Task and Finish Group

For context, this Task and Finish Group was set up following the Independent Board Review and Governance Recommendations. There were three documents circulated ahead of the meeting and taken as read.

The Terms of Reference from the Working group had been updated showing Tony Crilly as the Chair and Richard Lockwood as the INED. Tony Crilly went on to give a summary of the second document, a Risk Statement proposal and the third, a draft Risk Statement.

Proposal Received: To accept the draft Terms of Reference as written.

Proposer: Rob Hartley
Secunder: Mark Bayada

Counterproposals: None
Abstain: Two
Against: None
Proposal Carried

Proposal Received: To accept the Risk Statement as written

Proposer: Adrian Bond
Secunder: Rebecca Bradley
Counterproposals: None
Abstain: Two
Against: None
Proposal Carried

75/24

Risk Register

A discussion on the Risk Register took place and request for updates to the register were made.

76/24

CEO Report

The CEO presented his report to the Directors and a lengthy discussion took place. Four policies and an update to the Code of Conduct were agreed by the Directors.

The meeting then resumed in open session.

77/24

Reports from the Committees of Council

The minutes from the Committees were circulated ahead of the meeting and taken as read.

77.1 Finance Committee

In the absence of the Treasurer, Richard Lockwood agreed to field any questions on the Finance report. There were no questions raised.

77.2 Safety and Training Committee

The Directors were asked to approve the changes to the Operations manual which were included with the minutes.

One INED suggested that as he was not a subject matter expert on safety in skydiving, he would have to abstain from any vote, however the Directors were reminded that they were being asked to approve that the process of making the changes to the Operations Manual were correct, not the information itself. It was suggested that, in light of this, the agenda should state that the Board was noting changes to the Ops manual.

It was further agreed that the need for Directors to agree the changes in the Ops Manual that had been agreed by SMEs beforehand might be a matter for the Risk Task and Finish Group to review.

Action: Take the discussion for Directors voting on changes to the Ops manual to the Risk Task and Finish Group for recommendation.

***Action Owner:** Jeff Montgomery/ Tony Crilly
Due: 8 October 2024*

Action: The Chair to have a meeting with Richard Lockwood, consider how the above can be factored into future onboarding of INEDs.

***Action Owner:** Mary Barratt
Due: 5 November 2024*

Proposal Received: To accept the changes to the Operations Manual as written

Proposer: Mark Bayada
Secunder: Adrian Bond
Counterproposals: None
Abstain: Two
Against: None
Proposal Carried

There weren't any questions asked regarding the two sets of minutes.

77.3 Élite Performance Committee

There were no questions asked on the EPC minutes. The Chair thanked Mark Bayada for stepping into the role of Chair of EPC following the vacancy left by Wes Guest.

77.4 Members Development Committee

The Chair of MDC gave a quick resume of the changes that MDC were going through currently. This included the Coaches Working Group and Development Events potentially being managed by the staff team, and the increasing importance of Marcomms as part of the future of the Association.

A question was raised regarding the starter mag which the Chair of MDC was unable to answer at the time but would pick up them following the meeting.

Action: For the Chair of MDC to respond to the question raised.

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

78/24 Sustainability Working Group

There was no verbal update on this item.

Action: Bring a report to the November Board Meeting

*Action Owner: Craig Poxon
Due 5 November 2024*

79/24 A.O.B.

There were no items for any other business.

80/24 Dates of Next Meetings

The next meeting will be an in-person meeting at HQ on 26 November 2024 starting with coffee and refreshments at 9.00 and the meeting due to start at 9.30 am. Following the Board meeting, there will be Inclusivity, Diversity and Equality training by an external provider.

Action: Compile a list of Directors wanting overnight accommodation on the 25 November and ensure they are booked in.

*Action Owner: Lise Moore
Due: 31 October 2024.*

Action: Compile a list of Directors available for Dinner on Monday evening.

*Action Owner: Lise Moore
Due: 31 October 2024*

Action: Circulate a list of awards and previous nominees / awardees to Directors so that they have time to give this some thought and submit papers for the November meeting.

*Action Owner: Lise Moore
Due: 15 October 2024*

With no further business, the meeting closed at 21.23

Signed

Dated.....

Mary Barratt

Chair of Council