

President: Mr Christopher Elliott

**Minutes of the Regional Directors Meeting held on Wednesday 18th January 2023
via Zoom, Commencing at 18.30.**

Present:

C Robinson	CR	Chair
P Robbins	PR	Vice Chair
D Corbett	DC	Cornwall
A Smart	AS	Dorset
B Armstrong	BA	Gloucester
M Coles	MC	Somerset – arrived at 18.45
D Lee	DL	Wiltshire

Apologies:

G Pearce	GP	Finance Officer
R Downing	RD	Devon

2023 / BM

1 Welcome, Introductions and Apologies

1.1 The Chair welcomed everyone to the meeting.

2 Declarations of interest

2.1 No declarations of interest raised.

3 Minutes of 5th October 2022

3.1 Acceptance proposed by AS and seconded by DL. Agreed unanimously as a true record.

4 Matters arising from above minutes

- 4.1 33.3.1.2 No update on the booking
- 4.2 35.1 Both Counties are still looking for volunteers for these roles.
- 4.3 36.5 This was raised at the Officials meeting but there was no comment from Cornwall. It was also discussed at the County Meeting on 7th January.

5 Committee Minutes

5.1 Operations Committee

5.1.1 November 2022 –

5.1.1.1 123.1.2 There were problems at the Masters Intercounty re recording as the recorder did not arrive but BA and another volunteer managed to fill in. There were still some problems with the results file but we are very grateful for the assistance at short notice.

5.1.1.2 124.3.2 it has been agreed to amend the wording by SE but the revised guidance has not been released yet.

5.1.2 December 2022 – noted

5.1.3 January 2023 – noted

5.2 Finance Committee

6.2.1 No meeting

5.3 Swimming Committee

5.3.1 Coaches 15th October – noted

5.3.2 Swimming – 1st November – noted

5.3.3 Coaches 9th January - noted

5.4 Water Polo Meeting

5.4.1 No Meeting

5.5 Open Water

5.5 No Meeting. BA will be working to revive this committee in the coming weeks.

5.6 Para Swimming meeting

5.6.1 9th January - noted

5.7 Artistic Swimming

5.7.1 No meeting.

5.7.2 It was discussed by the Board the lack of meeting notes or minutes produced by this committee. Were meetings even held? The Chair, Vice Chair nor Finance officer ever receive an invitation to attend even if they take place, Nor the Board rep despite his assistance with setting up a AS specific Facebook page. They are not following their Terms of Reference or their required governance but they do expect the Region to support them financially.

This needs to be a Good Governance priority

6 Finance Report

6.1 In the absence of GP he has sent a report that has been circulated.
Current financial issues are:

Balances as at 31/12/22

Business Account - £81,033

Development Account - £28,022

Investment Account - £250,243

Total - £359,298

Annual Accounts

All information provide to Best Accountancy, waiting for queries on December and then into account preparation

Bursaries

Payments made to

Cornwall - £200.00

Dorset - £100.00

Devon - £1,200.00

Wiltshire - claim received, yet to be processed as was late

Somerset - currently reviewing

Some claims under review will not be completed until some point in 2023, should they wait until end of the year? They can be claimed by the County once they have completed and passed if they wish.

HMRC

Tax paid on interest received from Swim England loan during 2021, £115.44

Discipline programmes for 2023

GP to contact all and understand plans for 2023 and pricing.

Expenses Policies

I've been asked to review Wiltshire's policy, would other Counties be prepared to share theirs?

DC – Cornwall do not have one

MC – will check if Somerset have any.

- 6.2 Profit and Loss sheet produced by Xero has also been circulated.
Comments were clarification on Consultation Fee – this is J Hilleard's fee.
Also require clarification on Default codes 4000 & 5000

7 New Club Affiliation

- 7.1 Out To Swim – Bristol have been accepted by the Operations Committee as a new club in Gloucester and are now have three months to complete Club Affiliation.

8 Safeguarding

- 8.1 A very good meeting was held 7th January regarding our Safeguarding Plan. Once Jackie has produced the preliminary notes on that discussion we will call another meeting of Board members, staff and Regional Welfare Officer to progress the plan.
- 8.2 Companies are cold calling clubs re running Safeguarding Courses for them but these workshops are not SE approved. Please beware!

9 Governance

9.1 Regional AGM

- 9.1 to be held on 26th March 2023 via Zoom at 11.00am

9.2 Swim England AGM

- 9.2.1 22nd May 2023 via Zoom 19.30

9.3 Swim England Conflict of Interest Form

- 9.3.1 All Board Members present with the exception of DC have completed and returned the forms.

9.4 Devon Masters Intercounty Team

- 9.4.1 A request from Devon for the Region to give an award to the Devon team who won the National Intercounty Masters competition in November for the very first time. This was agreed.

9.5 Different types of club structures.

- 36.5.1 Members Club, Company, Registered Charity, Community Amateur Sports Club or Charitable Incorporated Organisation are all ways of constituting a club. Details can be found on the following link: [Setting Up Your Club | Swim England Club Support Hub \(swimming.org\)](#)

9.6 Governance Report

- 9.6.1 This is Appendix A.
- 9.6.2 A short discussion followed. One amendment was decided within the introduction which is shown in Appendix A

9.6.3 It was requested that a stand alone meeting was convened at a later date just to discuss this one topic.

The date of the next meeting will be 12 April via Zoom

Meeting closed 20.40



APPENDIX A

Report to the Board January 2023 Recommendations to the board for action in 2023

Report produced by R Downing; M Coles and D Corbett

The board will remember that some time ago we were asked to review the new code for sports governance and although originally the committee wanted to go for the tier 3 the board decided that we should start with tier 1. A report for the board was produced in late 2022 and this paper reflects the report and has a number of recommendations for the board to vote on so that action will be taken in 2023 to ensure full board compliance with the new governance code.

Ensure the Directors are here to run the Region and not to represent the Counties and they need to be held to account to ensure this.

The board now needs to vote on the recommendations in section B.

Section A showing areas where the board feels we comply with the code and no remedial or improvement action is required at the moment.

SECTION A

Structure Requirement 1: Board feels we comply

The organisation is properly constituted, has a clear purpose and, if membership based, is inclusive and accessible

Replies were 100% in confirming the board needs a business plan [Review 2023](#)

Board feels we should have a review period for all actions

Board is happy that we have an appeal procedure in place for club affiliation, but company articles need to be changed to reflect this [Review 2023](#)

Board feels that a review should take place of our approach to inclusivity [Review 2023](#)

Structure Requirement 2: Board feels we comply

The governing committee meets regularly, and decision making is recorded

Board majority feels that the board minutes should be password protected and access given only to members of our region [Review 2023](#)

Board is happy with the frequency of board meetings and also of the various committees

Board feels that perhaps in a year one of the meetings should be face to face and the remainder on zoom with the benefit of money saving and a duty of care to members

People Requirement 3: Board feels we comply

The organisation seeks to ensure diverse viewpoints are considered and that its decision-making groups have the skills and diversity needed to operate effectively

Board 100% feels that all members should complete a skills matrix and those skills be used by the board in key areas such as personnel/finance/risk by appointing /using directors in roles to match the skills [Review 2023](#)

It was also felt that once the board had been reviewed and changes made then committees should also be reviewed

The board feels it would be stronger with representation from all disciplines

A member of the board feels that a discussion should take place as to whether directors should sit on sub committees. [Review 2023](#)

The board was split on changing committee formats and therefore the discussion should take place after the swim England review on the use of counties. The majority of the board feels that counties should be involved in some way

Director biographies have been started

The board was split on open recruitment for directors as they feel that county involvement is needed

Communication Requirement 5: Board feels we comply

The organisation shares information on its governance, structure, activities and financial position to enable stakeholders to have a good understanding of them.

Region seems to be covering all aspects of communication however it does feel that a review should take place regularly (perhaps bi-annually) to ensure that all communications from the region and swim England go to the right personnel in the clubs and counties and that it remains relevant

Needs a review every few years to ensure information is getting to the right people and is still relevant **Review 2023**

Standards and Conduct Requirement 6: Board feels we comply

Conflicts of interest are recognised, managed by the Chair and recorded. At least three of the people on the governing committee are neither related to nor cohabiting with other committee members.

Majority of board feels that we should have a review of who is cohabiting with who on the board and also committees should be reviewed **Review 2023**

SECTION B

People Requirement 4:

Committee members are subject to regular election and ideally should serve no more than nine years

Board feels we need to review our articles

It is felt by the board that there is no issue with directors serving more than 9 years if they feel happy to do so and are re-elected of course although there was a feeling that the articles should reflect the recommendation but allow us flexibility

The board felt 100% that role descriptions are reviewed for board and committees, and committee members challenged to their action between counties and region

Recommendation 1

Board agrees with the need to review our articles regarding serving times for directors and that in 2023 a discussion and decision is made re role descriptions for board and committees in particular the county directors and their roles

Policies and Processes Requirement 7:

The organisation ensures appropriate financial procedures and practices are in place and as a minimum can evidence: a) appropriate oversight of financial planning; b) financial decision-making and processing is not managed by one person alone; and c) accounts which are independently scrutinised.

Board feels that this section should be reviewed

The board feel that there should be an independent director overseeing the finance committee perhaps as part of an audit risk committee. This committee should also have a remit to review regional committees funding etc.

Recommendation 2

Board agrees that a discussion takes place in 2023 re the appointment of a director to oversee a new audit risk committee which oversees the finance committee together with regional committee funding

Policies and processes Requirement 8:

The organisation shall assess and manage organisational risk and liabilities appropriately.

Board feels that this section should be reviewed

The board feels that we need a risk/audit committee with one purpose only to pursue financial and governance corporate best practice:

Majority of the board feels that directors be made responsible for key areas such as HR, Risk and Inclusion etc

Majority of the board feels that we should form a sub-committee to brainstorm some scenarios that may affect the operational and financial stability of the company – if it has not already been done

Majority of the board feels that as company moves forward we need to improve our reviews in particular of operational risk and financial governance

Recommendation 3

Board recommends that in 2023 individual directors are given responsibility for HR; Risk and Audit and Inclusion etc, that a risk/audit committee be formed and that independent reports should be made to the board regularly