

**President Roger Downing**

**Minutes of the Regional Directors Meeting held on Wednesday 12<sup>th</sup> January 2022  
via Zoom, Commencing at 18.30.**

**Present:**

C Robinson	CR	Chair
G Griffin	GG	Finance Officer
P Robbins	PR	Vice Chair
D Corbett	DC	Cornwall
R Downing	RD	Devon
A Smart	AS	Dorset
B Armstrong	BA	Gloucester
M Coles	MC	Somerset
D Lee	DL	Wiltshire
G Pearce	GP	Finance Officer Elect

**2022 / BM**

**1. Welcome, Introduction and Apologies**

- 1.1 The Chair welcomed everyone to the meeting and Introduced Geoff Pearce as the proposed Finance Officer to replace G Griffin who gave notice of his intention to resign this position.  
A warm welcome was given.

**2. Declaration of Interest**

- 2.1 B Armstrong re Item 8 – new club affiliation.

**3. Acceptance of New Finance Officer and Director**

- 3.1 CR explained that G Pearce had had lengthy conversations with PR, GG and herself, both collectively and individually.  
His Bio has also been circulated to all members of the Board prior to this meeting.  
CR asked if anyone had any questions for GP prior to voting for his acceptance into the role. There were none.  
His nomination was proposed by C Robinson seconded by M Coles and unanimously agreed by the rest of the Board.  
Welcome Geoff!

**4. Minutes of the meeting 20/10/2021**

- 4.1 Agreed as a true reflection of the meeting. But a numbering error as two points numbered 45.1. the second should be 46.1. and the date 10/0/2021 should read 10/08/2021  
Acceptance proposed by Paul Robbins, seconded Andy Smart – agreed unanimously.

**5. Matters arising from any of the above minutes.**

- 5.1 There were no matters arising.

## 6. Discipline Minutes:

- 6.1 Operation Committee: November, December and January.
  - 6.1.1 97.1.2 MC asked where we were with University of Bath WP club being suspended. CR explained that this was requested by the Region but there had been some communication issues around the request that were being pursued by CR with SE and the club were aware they are currently suspended.
- 6.2 Finance: 21/12/2021
  - 6.2.1 FM6.2 RD stated that he was not happy that the committee had not agreed to spread the financial risk of the Region. He felt that this was the incorrect decision. CR suggested that the Finance committee review this decision at every meeting not leave it for 12 months. This was agreed.
  - 6.2.2 FM 8.1 remuneration of Coaches and Team Managers at Regional Discipline Activities Policy was proposed by GG, seconded by PR and agreed unanimously. This will be published on the website  
Whilst some disciplines may wish to continue to offer just travel expenses this policy details the **MAXIMUM** remuneration package that can be offered. Disciplines need to select one method or the other not a mix of the two.
  - 6.2.3 MC raised about clerical expenses. This had been agreed with the budgets. Some confusion regarding when it should be paid as it can be paid a minimum of 6 months after taking up post at a AGM which had meant last year the payment date was adjusted
- 6.3 Swimming :
  - 6.3.1 No meeting
- 6.4 Water Polo:
  - 6.4.1 No meeting
- 6.5 Open Water: 22/11/2021
  - 6.5.1 No minutes to date. Chris Vickery will attend the next meeting to record and take minutes
- 6.6 Para:
  - 6.6.1 No meeting
- 6.7 Artistic Swimming: 27/11/2021
  - 6.7.1 Noted . There are some ambiguities and incorrect names that could lead to confusion within these minutes.

## 7. Financial update:

- 7.1 Management Accounts circulated prior to the meeting.
- 7.2 Dormant accounts up to 30 April 2021 submitted to Companies House by Best Accountancy.
- 7.3 Best Accountancy now registered with HMRC as the Regions accountants.

## 8. Affiliation of New Clubs

- 8.1 Bristol Stingrays application to affiliate to the Region was rejected by the Operations Committee.
  - 8.1.2 The Club have appealed this decision.
  - 8.1.3 RD has agreed to convene and chair an appeals panel.
  - 8.1.4 RD has contacted the relevant Directors and the panel will sit on 2<sup>nd</sup> February at 19.00

- 8.1.5 BA asked if he should attend. RD stated he was entitled to attend therefore could but he could declare an interest at the beginning of the meeting and abstain from voting if he wished.

**9. Safeguarding and Welfare**

- 9.1 No current issues  
9.2 CR will be stressing to all disciplines that if any coaches or team managers are enlisted by the Region in any capacity – even if it is online – their DBS, safeguarding and Team Manager training qualifications status all need to be checked through the office. Everyone must hold currently approved, in date, certification.

**10. Governance update:**

- 10.1 County Constitutions – need to be reviewed for compliancy. Ie ASA now Swim England, Synchronised Swimming now Artistic Swimming. All should also state the current affiliation process.  
10.2 County Appointments – Devon and Somerset due to review their current Directors and renominate or renew at their AGM. These are positions that Counties should elect for nomination to the Region.  
10.3 Regional AGM date will be 20<sup>th</sup> March 2022 at 10.30am via Zoom. 2023 will be 26<sup>th</sup> March 2023 time and venue to be decided nearer the date.  
10.4 A number of Officers and long standing committee members have taken a step back from Regional duties since the start of Covid restrictions in March 2020. We have not been able to thank them for their service to the Region because of lockdowns and restrictions but CR proposed that a face to face Board meeting be scheduled for July and follow this with a dinner to which all of these people should be invited. This was agreed unanimously. Once a date and venue have been confirmed a list of invitees will be circulated, and then invitations will be issued.  
10.5 RD circulated a follow up paper (attached) to his survey issued in November. He proposes to streamline the document and then circulate for discussion at the next Board meeting.  
This proposal was agreed.

**Date of next Meeting; 13<sup>th</sup> April 2022**

**Meeting closed at 20.00**

## Sports code Mandatory Requirements

### Structure

#### Requirement 1:

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

#### Guidance

Being properly constituted and a clear purpose means having appropriate documents which set out why the organisation exists, the area of work it is involved with, how it makes decisions and other rules clarifying how it operates; and operating according to the provisions set out in those formal documents as well as any other legal obligations which are relevant. Having a clear purpose and being properly constituted provides a formal framework for the organisation which enables those who grant awards, or invest funds, to understand how decisions are made and how funds would be managed.

This Code seeks to promote greater diversity and an inclusive approach.

This means membership-based organisations are expected to take all reasonable steps to ensure they are accessible to all sections of the community.

If an organisation thinks it has a clear justification to act otherwise (e.g., the organisation exists solely to promote or benefit a particular group in the community) it should be prepared to explain this.

Organisations should think about the information provided as part of the membership application process to ensure those to whom membership may be refused understand why.

#### Evidence

Need to review actions taken in line with the articles eg strategic plans etc

Articles do not allow appeal for clubs turned down in affiliation process

In the main covered by the articles of the company

Company is as inclusive as can be achieved

#### Recommendations

2.1.5 need business plan/strategic plan

8.6 no appeal for clubs refused affiliation: in practice SE does suggest appeal procedures which we do have

Do we have a review period?

Possibly inclusivity review required

#### Requirement 2:

**The governing committee meets regularly, and decision making is recorded**

#### Guidance

How often a governing committee meets is a matter for an organisation to decide, but typically this would be at least four times a year and sufficiently regularly to ensure important matters (e.g., finances) are considered in a timely manner. It is sensible to schedule meetings to fit with key business milestones (such as financial reporting periods) and to ensure dates are set in advance to secure time in committee members' diaries Recording decisions means having formal minutes of committee meetings and any other meetings where important decisions have been made. Having a formal record provides clarity about what was agreed and who agreed it. A governing committee should approve minutes of its meetings to ensure those committee members who were present have the opportunity to confirm the record captures accurately any decisions or points that were made. Membership based organisations may want to publish the records of meetings (or summary records) to provide members with information about decisions

#### Evidence

The Board meet at a minimum of every three months or more regularly if required.

Operations Committee meet monthly

Discipline committees meet on a regular advertised basis

**Recommendations**

Should we be looking at access to these minutes being password protected, and access being granted to only members of Swim England South West Region

need for more regular discipline committee meetings

Maybe now we should have some of our meetings face to face.

**People**

**Requirement 3:**

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

**Guidance**

An online consultation formed part of the development of this Code and an overwhelming majority of those who responded recognised a need to increase diversity within their organisation. Having people with the right experience or knowledge and a varied range of opinions can lead to improved decisions and better outcomes. This Requirement expects organisations to consider the skills and diversity required when a vacancy exists on the committee, or an opportunity arises. For example, someone with financial experience might be required to help understand and scrutinise funds. Or an organisation might wish to work with a particular group in the community and could look to recruit someone from that group to help shape ideas. Organisations should determine what is appropriate to them. Many small organisations (e.g., clubs or charities) rely on volunteers who give up their time to administer the organisation, and without whom, the organisation may not exist. This Requirement recognises those circumstances but asks organisations to at least consider the skills and diversity it needs should the opportunity to recruit relevant individuals arise. Further consideration will be given to how organisations can be supported to increase diversity

**Evidence**

No skills etc have as yet been reviewed to see where the board either lacks the skills or has a surplus of skills.

Inclusion has not yet been reviewed

Think the board should have representatives from all sections of aquatics rather than trying to assume they have the expertise in all the fields

generally committees are constituted of volunteers with knowledge of their discipline  
committees have the power to co-opt / seek advice from specialists

As a result of County nomination of Board representatives many will have specialist skills which may result in a skew of expertise over the disciplines. It is important to recognise the skill set of each member and because of non face to face meetings during the pandemic not sure that these have been explored or recognised to enable the group to operate effectively.

**Recommendations**

company needs skill matrix to assess skills of board so that key areas such as personnel, risk areas, finance can be allocated to individual directors.

Once board reviewed committees need to be reviewed as well

we should be looking to representatives from all sections.

possibly "skill selection" needs to be considered

monitoring of committee make up

possible change in format to experience / knowledge-based committees rather than county delegate based as the company evolves it is likely to be more open recruitment than county nominated

all board members to produce a bio on their individual journey and experience in swimming

**Requirement 4:**

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

**Guidance**

This Requirement expects committee members to be subject to regular election and at least have a limit to each term they serve, ideally serving no more than nine years in total. It is recognised that some organisations rely on long standing volunteers to operate and often find it difficult to recruit new committee members when vacancies arise. This is why the total term served is set as an ideal rather than as a specific Requirement. The minimum expectation is that incumbent members are subject to regular re-election. Organisations can benefit from a periodic injection of new people and ideas in order to progress. Having the ability to review who sits on the committee enables an organisation to consider if it has the right skills to deliver its aims. Ensuring committee members are at least subject to regular election and ideally have a limited period in office also guards against power being perpetually concentrated in one group.

**Evidence**

County elected members are elected every 3 years but can continue past 9 years indefinitely see articles;  
Officers are every 4 years and can continue indefinitely  
Members of the Board and Committees are chosen by their counties not elected.  
If I understand the point

**Recommendations**

13.1.1 officers can continue after re-election indefinitely; need to enter a limit ie 9 years?

13.3 same for county elected independent directors

need for committee members to be formally made aware of their responsibilities

discipline committees to produce job descriptions for its members

I can't see why 9 years if no one comes forward then that can or should be extended. Some Companies directors are on the board for decades.

Members are chosen at present by their Counties not elected

**Communication**

**Requirement 5:**

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

**Guidance**

By sharing information, the organisation enables stakeholders to know it better. Stakeholders are people or entities that have an interest in the activity of the organisation and are affected by it. For example, they include members, participants, funders and so on. It's important that they understand why the organisation exists, what it's trying to do, how it functions and the results it produces. Providing information in a transparent way helps make the organisation accountable to its stakeholders. People who know your organisation well can communicate more effectively with it and may be more likely to want to get involved.

**Evidence**

Company website; Annual Council Meeting;  
Annual report on line; Minutes of meetings on website  
Zoom meetings for Treasurers/welfare officers/Chair etc

Office staff and chairs of committees available for queries

Regional training courses and meetings for all

**Recommendations**

Region seems to be covering all aspects of communication

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

**Standards and Conduct**

**Requirement 6:**

**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.**

**Guidance**

A committee member would have a conflict of interest if they (or their family) would be set to benefit personally from a committee decision. This could arise, for example, where a trustee/ director of a not-for-profit organisation is also a director/owner of a for-profit enterprise, which wishes to supply goods or services to the not-for-profit organisation, as the trustee/director (or their family) could personally gain. It is important that any conflicts of interest are recognised, managed effectively, and recorded to ensure committee members are not able to unduly influence a decision to their benefit (or their family's benefit) rather than being the best value decision for the organisation. In the example given above, the chair would normally exclude the relevant trustee/director from any debate on the decisions to award or manage the contract and may list the number or value of those contracts. If a committee member thinks they may be conflicted they should raise this ahead of the relevant discussion or decision and the chair should manage the process for how this is handled. The organisation may find it helpful to maintain a register of interests for committee members.

People who are related to each other or cohabiting can sometimes have a commonality of interests and viewpoints. The Requirement to have at least three committee members who are not related, or cohabiting helps to ensure there are sufficient checks and balances on the committee resulting in better and more rounded decisions

**Evidence**

board agenda asks for interests to be declared

Conflicts of interest are recognised and managed by the Chair as well as recorded.

As far as I am aware no members of the Board are related or cohabiting nor are they related to members on other committees.

**Recommendations**

No review completed to show who co habiting with who??

review needed of other committees to ensure they ask the question:

**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.

**Guidance**

Ensuring accounts have been reviewed by someone other than the person who has prepared them ensures accountability and promotes integrity Organisations should ensure the person providing the independent review has sufficient knowledge and practical experience in order for this to be done effectively. This need not be someone with specific financial qualifications, it is

more important that the organisation trusts the individual providing independent scrutiny and the individual has the ability, and permission, to ask questions.

Some organisations (e.g. charities, small companies) may have specific legal obligations in relation to the preparation, scrutiny and filing of accounts. The following, externally produced, information may be helpful: Companies House guidance regarding the rules and Requirements on submitting annual accounts for companies registered in the UK:

[www.gov.uk/government/publications/life-of-a-company-annual-Requirements](http://www.gov.uk/government/publications/life-of-a-company-annual-Requirements) Charity

Commission guidance on charity money, tax and accounts [www.gov.uk/topic/running-charity/moneyaccounts](http://www.gov.uk/topic/running-charity/moneyaccounts)

Membership based organisations will be expected to make annual accounts available to members to provide them with information about the finances of the organisation. It will be for an organisation to determine how best to achieve this but could be, for example, via their website or membership letter.

#### Evidence

Board has overall control of finances however it seems that board approval is not being sought for all expenses. Finance meeting does have some control and oversight

Decision making is by the board and is driven by Chair and committees; accounts are independently scrutinised but one independent director/audit committee should have oversight Full details of the financial procedures and practices are given at each board meeting by the Financial Officer of the Region, and also each committee has a person responsible for the financial dealings of that committee.

financial procedures are in place; all committee budgets are discussed by operations committee, finance committee before formal ratification by board

all decision making is collective by finance committee or board, no one person can make decision all accounts are externally examined

no payments can be made by one person all require approval by second party

Oversight – budgets from disciplines and reviewed by finance committee, operations committee and the Board of Directors

Decision making – again finance committee or Directors collectively.

Bank account Access – can be viewed by all directors? All transactions are raised by one person and then authorised by a second. Three people have this access

All accounts are, and have been at least since 2008, independently examined

#### Recommendation

Should there be an independent director overseeing this committee perhaps as part of an audit risk committee.

Review of the region committees and sub-committee to ensure this is the case.

#### Requirement 8:

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

#### Guidance

A successful sport organisation will not only have a clear purpose but will also have thought through: • What could go wrong to stop it achieving its aims, which is known as risk • What the consequences could be if things go wrong, generally known as liabilities. Anticipating what could go wrong and considering the consequences will put you in a better position to be able to take steps to avoid the problem, or at least to minimise its impact. When there are big risks that are difficult to control you can be realistic about what you are planning and decide in advance if you should go ahead. You can then move forward confidently knowing that you have thought through your plans and are able to deliver them.

There are two parts to this

Requirement: 1. Organisational risk management You may well be familiar with carrying out risk assessments for events or activities using a standard template, such as for health and safety, and thinking through the potential impact if things go wrong. This form of risk assessment is very focused on issues that could arise for a specific event or activity. The Code Requirement is more strategic, but the basic approach is the same, namely working out what could go wrong and how to reduce the possibility of such outcomes. Managing organisational risks means that you take a real step back and look at issues relating to the organisation's plans and its long-term sustainability. This high-level process is usually referred to as 'organisational' or 'strategic' risk management. Organisational risk management involves three basic steps: • Identify what could stop you achieving your aims • Work out what you can do to reduce or control that risk • Regularly review to check if the risks have changed and to assess how well you are managing to control them.

2. Management of liabilities Some of the risks that you identify in the register could lead to substantial liability if you don't reduce or control them properly. Failures could impact not only your organisation but also potentially the individuals involved. As a sport organisation you will need to consider, for example: • Financial liability – where you fail to make contractual payments or fail to meet financial liabilities • Liability if your organisation falls below civil standards expected of you, such as in a case of negligence • Your responsibilities under specific sport-related regulations, such as safeguarding. The way that the organisation is set up can have major implications on the impact of such liability. For instance, in the case of a company, it will be the company itself which will bear responsibility for commercial and financial liabilities, not the individuals involved (unless there is misconduct). In contrast, individuals can be liable for potential costs if the sport organisation lacks a formal legal structure. When a group of people come together to run the activity, it is known as an unincorporated association. It's important that you keep liabilities under review using the organisational risk register to inform you. All those involved in the management of your organisation should have an understanding not only of its key legal and financial obligations but also of the additional responsibilities that apply in sport. Appropriate practices and procedures should be in place to manage these responsibilities. You should also seek to obtain insurance against liabilities where possible. If the organisation has not been set up as a company until now, be aware of the impact in terms of liabilities. It's worth thinking about the pros and cons of the organisation's legal status on a fairly regular basis. (See also Requirement 1 on being properly constituted.)

#### **Evidence**

SW Region has not followed other regions and corporate best practice.

Not sure this is done as yet – have any SWAT analyses been undertaken? Especially after the past 18 months!! This is partially addressed by maintaining suitable financial reserves to cover unforeseen circumstances

Sharing reserves between independent banking organisations is to be considered

All risks are assessed. Physical, financial and morally.

#### **Recommendations**

21.1 Company needs a risk/audit committee with one purpose only to pursue financial and governance corporate best practice:

Also recommend an independent director made responsible for key areas such as HR, Risk and Inclusion etc

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

need to improve as company moves forward