

# Amateur Swimming Association (Swim England) Limited Board Minutes

14 October 2021

Via Zoom

**Present:**

Richard Hookway – RH (Chair)	Aysha Kidwai – AK
Neil Booth – NB	Raj Kumar – RK
Ali Breadon – AB	Jane Nickerson – JMN
David Flack – DF	Bernard Simkins – BS
Sarah Gregory – SG	Joan Wheeler – JW
Brian Havill – BH	Caroline Green - CG

**Officers in attendance:**

Richard Barnes (RB) – Director of Legal and Company Secretary  
Ali Sibcy-Allen (AS-A) – Operations Administration Manager  
Ash Cox (AC) – item 2 only (Judicial Administrator and Head of Safeguarding)  
Claire McAuslane (CM) – item 2 only (Judicial Commissioner)

Min No:

1. **Welcome, including apologies**

The Chair welcomed all members to the meeting, his first as Chair, noting apologies from Dave Flack. RH conveyed his gratitude to Sue Smith for her time in the role, recognising the guidance and leadership provided.

2. **Judicial**

2.1 Annual Report of the Judicial Commissioner

AC contextualised the scene throughout the pandemic and the associated challenges.

CM outlined the powers of the JC to the Board as well as the low number of cases carried forward to a disciplinary hearing over the past four years.

The Board were informed the Judicial Officer Manager was furloughed for a number of months during 2020 with a stepped return back to contracted hours, resulting in deadlines being extended for all parties. Online mediation was promoted where feasible with the majority of remaining delays resulting from a desire to hold meetings in person.

The benefit of having Swim England Friends was highlighted, recognising that if a Friend is involved and the case progresses it is usually well founded. Training for the role was noted to be held infrequently but that further training development in

conjunction with training for club members, to enable the capture and resolution of issues earlier, is underway.

The challenges of sustaining the current system were highlighted as well as potential alternatives and the associated limitations. AC informed the Board that international sporting bodies are launching very similar systems to that currently in place and ensuring the right people in the right roles will be key.

While not instant, a move from compliance to culture is being pursued with key areas around contact, process, training, mentoring being identified. Following this, and the insight on recurring themes, training will be developed to support the current programme. The grey area between safeguarding, welfare and complaints was recognised, noting that the management of the issues is handled differently.

AC and CM were thanked for the Report.

## 2.2 Judicial review paper

The need for a review of the current system was detailed alongside recommendations for its completion.

Proposal 1: NB will lead a group to look at the timings, language and nature of complaints as first step of multi-step process. Encouragement for external participation to be considered was noted alongside a review of the suggested timeline.

Proposal 2: A desire on behalf of the Exec to have greater transparency on the nature of complaints, whilst maintaining the right to confidentiality of those involved.

The Board approved both proposals and, following discussions requested:

- appropriate measures / KPIs are developed.
- that the process when corresponding with complainants and / or friends and / or judiciary should, as far as possible, be in plain English and not overly legalistic.
- transparency in enabling the Chief Executive to understand the nature of the complaints.
- an improvement in the time taken to resolution without jeopardising quality, noting there is much further work to be done.

JMN was thanked for her paper and the Board also expressed their gratitude to NB.

ACTION: NB to lead group to review the timings, language and nature of complaints.

## 3. **Declarations of interest**

None

## 4. **Minutes of the meetings of the Board of Amateur Swimming Association (Swim England) Limited**

### 4.1 **24 June 2021**

The Minutes were agreed as an accurate record of the meeting.

## 5. **Actions arising from previous meetings**

5.1 Session on safeguarding: sensible to postpone until the judicial review is completed to enable it to be forward focused.

5.2 Ambassadors or swim teacher recruitment campaign: Refer to minute 8.1.2 below.

6. **Confirmation of decisions made by email**

n/a

7. **Chair's Report**

RH thanked Board members for their time and input in meeting on a one-to-one basis, adding that Regional Chair meetings are ongoing with SLT meetings having previously been completed. Additional meetings with other key partners are also being arranged.

RH continued to propose the focus of the Board would be to review the SE strategy in light of a post-covid world, incorporating the aims and priorities of the organisation in the short term. Included within this would be the consideration of how the sport would be governed and the sub-committees required to maximize effectiveness and efficiency. A face-to-face meeting in the Spring for discussions was suggested.

8. **CEO's Report**

8.1 Updates were provided on the following items in the report:

8.1.1 Sport England (collaboration): funding allocations should be known by the end of October. Challenges with previous collaborative groups have been highlighted to Sport England alongside a need to be bolder and braver moving forwards.

8.1.2 Board representation on committees and working groups: vacant committee posts to be considered in December. The committees below the Board that focus and direct the strategy are to be scrutinized and revised as needed following the strategy review. Following 18 months of being reactive to the situation there is a desire to be actively looking towards the next five years.

A key element of the strategy moving forwards will be to gain funding and support for new pools while trying to retain more pools. To support this a toolkit for building facilities will be launched in early 2022.

The role of Board champions is also to be considered noting the potentially onerous requirements of the role moving forwards.

ACTION: Consideration to be given to Committee representation where there are vacancies.

8.1.3 Transgender: revised guidance and policies will be brought as available. Draft to be submitted to Board in December.5

8.1.4 Myrtha Pools: have held a non-exclusive partnership deal based on referral of leads. They have requested to move to a commission basis with no flat-fee for partnership rights. This means they would be ineligible to use to SE logo. The Board approved the recommendation to sign an agreement on this basis.

8.1.5 Altius: contract due for renewal with very little sponsorship opportunities currently available. The options are to have no agent, renew for 12 months or recruit a paid agency. It was advised that currently no other agency has offered the same terms as Altius, in that it is a commission only relationship. The recommendation to renew the contract with Altius was approved, while looking at alternative agencies during this time.

8.1.6 Speedo: Heads of Terms have been agreed based on the previously circulated rights. The LTS programme is an option if payment is received. The deal will be launched in December for January implementation. AK was thanked for her guidance.

8.1.7 Legal matter:

The complaint and associated claim brought by the complainant over matters referred to in the Board Meetings dated 23 June 2020, 19 August 2020 and 15 September 2020 have been resolved on the terms previously approved by the Board, which include publication of the new Board Statement.

8.2 Risk Management Report

The Board were asked to confirm whether they felt all expected risks were incorporated and to advise of any that might be missing.

It was agreed that the Board are happy with the content recognising that safeguarding and welfare along with cyber could be more explicit. One additional area for consideration and inclusion could be the delivery of the strategy, noting it is broader than just a commercial strategy. It was agreed to add a note to state if risks are financial or reputational or both.

It was agreed ARP should focus on detailed risks on a rotational basis reporting back to the Board. Board to review the overall strategic risk register.

## 9. CFO's Report

### 9.1 Report

The key financial measures continue to remain positive, with this anticipated to be repeated during September. Profits are anticipated for 2021 following the level of income being higher than predicted and expenditure remaining lower than previous years because of lower staff numbers and the inability to do some activities because of ongoing covid restrictions.

Both cash and net balances remain healthy, with payments having been received from Sport England. The financial support provided during the pandemic has now ceased.

Following the review of the event volunteer expenses rate, a desire to have a consistent mileage rate across all elements of the organisation has been expressed. To enable implementation at national events additional funds will need to be provided based on the planned spend for 2020 incurring a potential spend of £107,000 (based on 2019 costs). Once 2022 events have been determined further discussions will need to be held relating to the balance of events and regional delivery. The Board agreed that standardised mileage rates across the organisation at the current rate of 45p per mile based on HMRC rates were desirable. BWH conveyed thanks to those who completed the review process.

**ACTION:** BWH to confirm amend to policy to Head of Events

BWH provided the background for the updated projections centring on income being better than predicted. Expenditure has taken longer to return to pre-covid levels due, in part, to a number of roles needing to be recruited and as a result a reduction in the wage bill.

The current process for expenditure approval was outlined, highlighting the changes that were made due coronavirus. The Board were happy to revert back to the approval from 2019 whereby JMN and BWH would approve any spend between £10,000 and £50,000 alongside either the SE Board chair or the ARP chair.

Details on 2022 budget approval were provided, with subsidiary boards reviewing initially and Board receiving after this. Discussions regarding prudence and contingency will need to be held.

### 9.2 Loan Finance and reserves

A significant profit will be made during 2021 which is explainable due to the early business recovery and lack of opportunity for expenditure.

Currently, debts held include the coronavirus business interruption loan and the mortgage on SportPark. It is proposed to repay the mortgage sitting in the old ASA

accounts initially. In December this would be followed by the clearing of the coronavirus business interruption loan.

Discussion considered a repeat of the previous 18 months and the security of the organisation's financial future. Noting that the agreed SportPark sale is still to go through, along with an ability to borrow against the retained SportPark asset, the proposal was approved. Formal agreement for the repayment of the coronavirus business interruption loan will be confirmed at the December meeting.

## 10. **Subsidiary board and committee reports**

### 10.1 **Institute of Swimming** (7 September)

The minutes were noted.

A resource issue (pool and individual availability) has an impact on revenue which is, in part, being addressed by recruitment. The delivery of higher margin courses has been focused on to support recovery. The turnover of teachers was recognised, with the IOS membership decline mirroring that of SE membership, however this has driven greater course numbers.

### 10.2 **Swim England Trading Board** (16 September)

The minutes were noted.

BWH advised that DF is coming to the end of his tenure on the Board and explained the process to replace him on the SE Board. DF has spoken with RK to discuss taking on the role of Chair following DF's SE Board departure. The Board approved RK becoming a director of SE Trading and taking over as Chair from January 2022.

### 10.3 **Sports operations committee** (13 July and 14 September)

The minutes were noted.

The Board were asked to approve the implementation of the revised club constitution documentation, and associated education, which was agreed.

### 10.4 **Audit, risk and probity committee** (2 July and 6 September)

The minutes were noted.

Following the return to a 'normal' agenda the risk register will be taking a greater precedence moving forwards.

It was advised that pre-covid the statutory accounts required two signatories which was changed to one during the pandemic. The Board approved reverting back to two signatories.

The committee requested that the Board consider increasing the frequency in which safeguarding is considered given the reputational risk to the organisation. The request was acknowledged and would be reviewed by NB.

### 10.5 **Remuneration Committee**

Discussion considered the gender pay gap recognizing there is still work to do but that it is less than the national average.

Considering the context and background along with the current job market and to reflect the contribution made throughout the pandemic a recommended 4% pay increase implemented from January was proposed.

The Board approved the 4% increase from January 2022 and noted the plan to complete a fair pay check in February 2022.

10.6 **Regional Chairs** (21 June and 6 September)

The minutes were noted.

Background on the Counties paper was given alongside acknowledgement that it could be time for a review of the governance structure and the role of the counties. It was agreed that the regions should lead the review with SE staff support available as needed. By 2023 regions will need to comply with a set of governance standards as agreed in the Regional Agreement and, included within this is to ensure counties are compliant by 2025.

The Board agreed that JMN would write to the counties to address the points.

ACTION: JMN to contact the counties to address points.

10.7 **Swim England Qualifications** (24 September)

The minutes were noted.

SEQ are running ahead of projections partly because they link to IOS and as a result of other approved centres doing well. There is currently no Board representative and the chair would welcome attending a meeting to advise the Board on their role.

The Board were advised that the revised TORs from SEQ would be received for agreement prior to the Member's Forum being asked to approve at the AGM.

10.8 **Commercial Working Group** (18 August)

The minutes were noted

As the commercial working group hadn't sat since 2019 due to Covid it provided a snapshot of where we are as an organisation on different fronts. Business solutions is the main focus, with a meeting later this month.

11. **Representatives to British Swimming Board**

The Board were advised that the representatives are reconfirmed annually at the AGM with a recommendation that the current representatives are put forwards for a further year.

Following discussion, it was agreed to put Keith Ashton, Alex Kelham and Jane Nickerson forward for reconfirmation.

The remuneration offered is not yet resolved with British Swimming reviewing the allocations.

ACTION: BWH / AS-A to ensure representatives are included on the AGM agenda for reconfirmation.

12. **Dates for remainder of 2021**

A Doodle poll is to be circulated following a need to change the December meeting date.

ACTION: AS-A to circulate Doodle poll for proposed alternative times.

### 13. **Dates for 2022**

A proposal to move to six meetings per year, including two face-to-face meetings was agreed. Where possible the face-to-face meetings are to be scheduled to incorporate an event.

Consideration in the scheduling of meetings to be given to the requirement to confirm the AGM agenda and papers as well as signing the accounts.

ACTION: BWH and AS-A to work to propose dates / venues.

### 14. **Any other business**

14.1 Condolences for David Jenkins wife, family and friends were expressed.

## Summary of Decisions made

Minute	Item	Decision
5.1	Actions from previous meeting	To postpone safeguarding training for the Board until the completion of the review and resulting actions.
8.1.4	Myrtha Pools	Approved a revised agreement based on commission only without partnership rights as a partnership fee will not be paid by Myrtha
8.1.5	Altius	Approved the renewal of the contract with Altius for a further 12 months on current terms and consider alternatives for the future.
8.2	Risk management report	Agreed ARP should focus on detailed risks on a rotational basis reporting back to the Board. Board to review the overall strategic risk register
9.1	CFOs report	Agreed mileage rates to be standardised at all levels across the organisation
9.1		Agreed to revert to 2019 spending approval levels
9.2	Loan finance and reserves	Agreed to repay the mortgage in the old ASA accounts immediately and to bring a proposal to the December board to clear the Coronavirus business interruption loan by the end of 2021.
10.2	SE Trading minutes	Approved RK as a Director of Swim England Trading and for him to take over role of Chair following DF stepping down in December 2021
10.3	SOC minutes	Approved the implementation of revised Club Constitution documentation plus an ongoing training programme.
10.4	ARP minutes	Agreed to revert back to requiring two signatories for the statutory accounts.
10.5	Remcom minutes	Approved a 4% pay increase across all national employees from January 2022
10.6	Regional Chairs minutes	Agreed the paper regarding the review of the County Associations and noted the CEO will advise the Regional Chairs.
11	Representatives to the BS Board	Agreed to ask the AGM to reconfirm Keith Ashton, Alex Kelham and Jane Nickerson as SE representatives to the British Swimming Board.
13	Dates for 2022	Move to six meetings annually, with two to be face-to-face

## Appendix 1: Board Statement

A complaint was made by a member, Ms Sue Arrowsmith, under the judicial complaints system, against Mr Chris Bostock, in relation to Mr Bostock's conduct at the Swim England Masters Conference on 30 September 2017.

At the relevant time Mr Bostock was the Chairman of the organisation's Sport Governing Board.

The judicial system functions entirely separately from the executive function and independence was key throughout the process, which included the appointment of an external Chair (QC) through Sports Resolutions UK to the Appeal Committee. The judicial process was followed to a conclusion as set out in the published determination.

In that determination the Appeal Committee found that Mr Bostock had behaved in an "aggressive and dismissive" manner towards Ms Arrowsmith and in a way that infringed Swim England's Code of Ethics. The Committee placed a warning on Mr Bostock's record. During the Appeal process the Committee also stated that it remained concerned by his continued views towards Ms Arrowsmith and hoped that he would reflect on its decision and apologise to her. Mr Bostock has not apologised.

At the time of the relevant Masters Conference and of Ms Arrowsmith's complaint the organisation had a two-board governance structure and Mr Bostock was the Chair of the Sport Governing Board. In 2018 the Swim England Group Board and Swim England Sport Governing Board were dissolved following the incorporation of the organisation. One single board was created and Mr Mike Farrar was appointed as the Chair. Mr Bostock did not take up a voluntary role within the new organisational governance structure.

The current Board reiterates as a matter of record for all its members the importance of members upholding appropriate standards of conduct.

The Board does not dispute the findings of the Appeal Committee that Mr Bostock failed to respect Ms Arrowsmith's dignity and that this constituted misconduct in violation of Swim England's Code of Ethics.

The Board, having reflected on recently received accounts of what happened at the relevant Masters Conference, understand that Mr Bostock introduced himself as Chair of the Sport Governing Board and, to all intents and purposes, acted in that capacity.

The Board apologises for the upset Mr Bostock's behaviour caused to Ms Arrowsmith. We would, in addition, like to thank Ms Arrowsmith for pursuing this matter in order to uphold the standards that we expect from our members. We hope this does not deter Ms Arrowsmith from pursuing any swimming activity in the future.