

Meeting of the Board of the Amateur Swimming Association (Swim England) Limited

13 December 2021

Via Zoom

Present:

Richard Hookway – RH (Chair)
Neil Booth – NB
Ali Breadon – AB
David Flack – DF
Caroline Green – CG
Brian Havill – BWH

Aysha Kidwai – AK
Raj Kumar – RK
Jane Nickerson – JMN
Bernard Simkins – BS
Joan Wheeler – JW

Officers in attendance:

Richard Barnes (RB) – Director of Legal and Company Secretary
Rob Henderson (RMH) – Senior Administration Officer

1. **Welcome and apologies**

The Chair welcomed all members to the meeting, noting apologies from Sarah Gregory.

Further congratulations were given to JMN upon receiving an honorary doctorate from Coventry University.

The Board thanked RB for all efforts given whilst in role and send their best wishes for the future.

2. **Declarations of interest**

RH conveyed his congratulations to NB, who has been appointed as Technical Operations Manager for the Swimming and Para-Swimming events at the 2022 Commonwealth Games. There were no other new interests declared.

3. **Confirmation of new member nominated board director**

BWH confirmed that as per his email of earlier in the month, Barry Saunders had been elected and commences a four year term on 1 January 2022.

RH gave the Board's thanks and best wishes to DF for his commitment throughout his time on the Swim England Board.

4. **Minutes of the board meeting of ASA (Swim England) Ltd – 14th October 2021**

Under item 8.1.7, it was requested that – “a copy of which is appended to these minutes” is entered in the minutes and the relevant file attached as Appendix 1.

Action: RMH to amend and republish minutes of Swim England Board meeting held 14 October 2021.

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

5. **Actions arising from previous meetings – to note progress**

- 5.1 Membership of the group to be part of NB's review of Judicial processes is now finalised. A timetable will be released before 28th February. There are a few gaps on the relevant Committees & Working Groups but the overall representation will continue to follow the new strategy
- 5.2 8.1.5 – The Altius contract has now been signed.
- 5.3 8.2 - BWH continues to work on a schedule of risk; this is discussed with ARP Committee.
- 5.4 9.2 - It was confirmed that the old ASA mortgage was repaid in October 2021.
- 5.5 10.2 - RK has been registered as a Director of Swim England Training.
- 5.6 10.6 - George Wood is working with the Regional Chairs regarding the review of County Associations.

Action: BWH & RMH to separate any completed actions from rolling actions in the log.

6. **Confirmation of decisions made by e-mail**

6.1 **Nominations Committee**

RH confirmed that CG and AB have agreed to continue as independent members of the board and he expressed his gratitude for their continued commitment.

7. **Chair's report**

The Chair recently attended a Commonwealth Games Chairs get together with various sports and remarked that many sports seem well prepared. We believe we will be the second sport to announce our team(s).

The Chair requested that the Board reflect on COVID and lessons learnt.

8. **CEO's report**

A new National Governing Body (NGB) forum has been convened by the Minister of Sport and the first meeting is to happen shortly after this Board meeting.

Further progress has been made with regards to our kit commercial agreement and we are happy with the direction of travel - pending final wording.

A court tribunal relating to the organisational restructure was due this week but the matter was resolved and concluded the previous week.

JMN requested that item 12.4 (Transgender Policy) be removed from the agenda pending further development. The Board was in agreement that this is the most appropriate course of action due to this being an important and sensitive topic – ensuring that careful consideration is given to the re-drafting.

9. **CFO's report**

BWH reported that business continues to run well. In October, the Institute of Swimming had its second highest performing month in the last three years. Awards sales were at their highest level since November 2019.

It was further noted that while income is returning to historic levels, there is far lower expenditure. The reduction in expenditure can be attributed to three things – the reduced salary cost post August 2020 restructure; a number of staff vacancies across the organisation; and the level of activity being undertaken by the organisation still being affected by the pandemic.

It was agreed that discussion on the timing of any early repayment of the Coronavirus Business Interruption Loan should be held over to later in the meeting, after discussion on the 2022 budget.

RK suggested that the Reserves Policy could be more formulaic than present.

Action: BWH to review options for a future Reserves Policy, that is more formulaic, and present this to Audit, Probity and Risk Committee initially.

10. **Committee / Working Group reports – meetings held since last meeting**

10.1 **Swim England Qualifications held 1st November 2021 and 9th December 2021**

The minutes were noted.

SEQ have demonstrated further improvements with regards to Compliance and are in a very positive position. NB requested that assumed knowledge and acronyms are kept to a minimum in minutes, which was met with agreement around the table.

Action: JMN to brief relevant staff on the use of acronyms in Minutes.

10.2 **Sport Operations Committee held 16th November 2021**

The minutes were noted.

It was further noted that there was no update from the Leadership Group within these minutes, NB agreed that one would be provided in the future.

There was a query regarding advice being given to coaches, relating to maintaining a collaborative relationship with Club Committees. It was advised that Coaching Policy as discussed by SOC is focused on driving minimum standards – and that some of this discussion is related to Coach and Committee relationships.

JMN and RH, on behalf of the Board, thanked all volunteers who gave their time to ensure the Winter Swimming Championships were a great success. It is a phenomenal job in the current climate.

10.3 **Commercial Working Group held 20th October 2021 and 23rd November 2021**

The minutes were noted.

For clarity, the meeting held on the 20th October 2021 concerned Business Solutions and maximizing opportunities with Operators. The meeting held on the 23rd November 2021 was regarding Membership.

10.4 **Regional Chairs' meeting held 29th November 2021**

The minutes were noted.

Of particular interest is a potential review of judicial processes. There was also an important discussion regarding the role of counties in driving forward the sport. A number of regions are concerned at present, George Wood will work with those regions on their concerns and to ensure a consistent approach.

It was noted by the Chair that overall, positive progress is being made.

10.5 Nominations Committee held 30th November 2021

As previously advised, CG and AB have been re-nominated to the Board.

There is a need for a wider conversation concerning succession planning; not only for Board but for all Committees. It is vital to have a wide range of skills, experience and diversity – and recruiting people with the correct skill set can take more than six months.

It was further proposed to extend this to the top level of staff at the organisation; to consider the talent pool available and what we can do to ensure the next level of staff are ready when the opportunity arises.

10.6 Institute of Swimming Board held 30th November 2021

The Board noted the excellent financial results previously referred to. In addition, the order book is in positive shape for 2022.

The 2022 budget was approved.

It was advised that the next meeting will take place in February 2022.

There is Maternity Leave in the senior team during 2022, which is currently being planned for.

10.7 Audit, Risk and Probity Committee held 3rd December 2021 – inc BDO update

We have received the audit planning report from haysmacintyre.

It was suggested that once SportPark is fully re-open following recent restrictions, that a fuller space modelling exercise takes place to maximize the physical resource available to us.

ARP Committee is currently recruiting an Independent Member, preferably with high level legal and/or risk skills as the Committee currently has good representation from members with finance skills.

Action: CG to consider and advise of appropriate candidates for Independent Membership of ARP.

After receiving the report from BDO, JMN and BWH held a meeting with Sport England. A further tripartite meeting with Sport England and BDO is scheduled for 20 December. The Board and Audit, Risk and Probity Committee will be kept informed on discussions and progress.

RH requested that this was added to the risk register.

Decision: BWH to add the BDO Report to the Risk Register.

Action: BWH to clarify BDO report timelines in between Board meetings.

AB noted that the entire report was discussed at the ARP meeting including the comments on our current processes. Concerns were expressed at the meeting that BDO had not adequately considered the financial situation in 2020/21 and in particular the going concern issues that were being faced.

It was agreed that future ARP meetings would review progress on all the findings in the report and report back regularly to the Board.

Swim England Trading Board held 6th December 2021

DF reported that the 2022 budget of the subsidiary had been approved.

He added that there was much innovative work happening and that here are many reasons to be positive about the future.

11. 2022 Budget

BWH noted that historically we had been able to budget with reasonable accuracy but that 2022 was different given Covid and conclusion of the current Sport England agreement in March 2022. He added that counterbalancing this is the fact that normally we held little cash reserves so low variances had been essential. This was no longer the case as we would be starting 2022 with the highest level of reserves we had ever had - meaning that we can cope with variances far better than we could in the past.

BWH is expecting to report positive and negative budget variances during the course of 2022, such is the nature of the current environment. In particular, it was noted that if we do achieve 2019 levels of business, there would need to be investment in higher staff levels.

Decision: The board supported the 2022 budget as it currently stands, noting that it is expected that there will be the need to reforecast during the year.

With regards to the possible repayment of the Coronavirus Business Interruption Loan, BWH noted that it is expected that cash balances will rise in quarter one unless Omicron led to pool closures. He added that over £2m of cash was expected in quarter two from the part sell of SportPark.

The Board noted that there was uncertainty over: future Sport England funding; possibility of further lockdowns; variable other income streams.

It was agreed that the most cautious approach would be to repay the CBIL when cash from the sale of SportPark was received (expected in quarter two) while the least cautious approach would be to repay it now.

It was agreed that we should not make any early repayment now and that the matter should be reviewed again at the February board meeting – and if considered appropriate, the March ARP and Board meetings.

RH requested a number of scenarios to be laid out from best to worst, with a repayment plan identified for each of these.

Action: BWH to map scenarios and model partial repayment plans.

12. Equality, Diversity and Inclusion

12.1 Current position and action log

This is provided for information. Sport England requires us to have a Diversity and Inclusion action plan based on a standard template. JMN requests the first draft to be signed off by the Board when ready, and held under review at future meetings. The template has not yet been received.

12.2 **Equality, Diversity and Inclusion panels**

JMN requested the Board approval of the Inclusion Aquatics Panel. The structure is to be 10 people who are passionate about aquatics, sourced from outside of Swim England, to be an expert panel with lived experiences to drive forward our work in this area.

Feedback from the Board included:

- Ensuring the panel is a safe space
- Whether ambassador is the correct terminology

There is a need to be cautious with the governance and EDI implications. It was further identified that the whole organisation would benefit from diversification and inspired positive action.

The Board felt that the idea is to be encouraged and developed. It was further discussed that a programme of Diversity and Inclusion training for the Board would be beneficial.

Decision: Swim England Board to receive a programme of Diversity and Inclusion training.

Action: CG to assist with sourcing and organising Diversity and Inclusion training for the Board.

Action: JMN to revise Equality, Diversity and Inclusion panel proposal in line with Board feedback.

12.3 **Draft anti-racism policy**

There is a need to be careful on the terminology used in the draft policy, ensuring that consistency is achieved where possible – for example BAME no longer being used. It was suggested that terminology is aligned with recommendations from the Commission on Race and Ethnic Disparities.

The Regional Chairs have been asked for their feedback, this will be collated and sent to Marie Cooper directly.

The Board was satisfied with the production of a statement. It was agreed that the statement was too broad regarding societal issues and should predominantly focus on Swim England and its impact on such issues. It would further benefit from a clearer structure outlining our commitment and feedback loop.

The Chair would welcome a second draft statement being circulated digitally out of cycle. JMN clarified this would be after the Christmas break.

Action: JMN to develop revised draft anti-racism policy prior to next Board meeting.

JW raised a concern about the statement encouraging more demand on the judicial process, which is itself under review. It was agreed to provide some training for Clubs alongside the statement, in line with that being undertaken by the Board.

13. **Risk register**

JMN provided some context to the risk register. It is a strategic table underpinned by detailed registers held by individual Directorates and Departments. These are then audited by Audit, Risk and Probity Committee. Comments have been taken on board and the document updated as a result.

In light of the spread of the Omicron variant, it was suggested to update the risk of pools not re-opening to high from moderate.

GDPR issues to be raised from low to moderate.

SG stated with regards to Safeguarding, the need to focus not only on the impact to the organisation but also our duty of care to victims/survivors and their families.

14. **Appointment of Board Champions**

14.1 **Anti-Doping**

The majority of work in this area has been carried out by British Swimming but there is now an expectation to be more engaged on this work.

Decision: Barry Saunders nominated to lead on Anti-Doping work on behalf of the Board.

Action: JMN to inform Barry Saunders of nomination and check acceptance.

In order to meet UK Anti-Doping standards, the Board approved the 2021 Handbook which contains the relevant Anti-Doping regulations.

Decision: The Swim England 2021 Handbook was approved by the Board.

14.2 **Peers on Poolside Ambassadors**

JMN stated that this project needs a new figurehead with more relatability to the target audience, not necessarily from the Board. The Board is overall very receptive to the concept.

Action: Interested Board members to consider this opportunity and contact JMN before Christmas if interested.

15. **Dates for 2022**

Action: Board members to make BWH aware of any issues with the proposed dates before Christmas.

15.1 **Board: Wednesday 16th March 1pm – Zoom**

AB gave apologies in advance.

15.2 **AGM: Monday 16th May 7.30pm – Zoom**

15.3 **Agreement of 2022 board meetings:**

Wednesday 2 February, 1pm – Zoom

Wednesday 16 March, 1pm – Zoom

Wednesday 11 May, 1pm – Physical meeting, with EDI training in morning

Wednesday 13 July, 1pm – Zoom
Wednesday 14 September – 1pm – Physical meeting
Wednesday 14 December – 1pm - Zoom

16 **Any other business**

The hope is for the anti-racism training to be held physically rather than digitally if possible. It will also be held before a Board meeting for efficiency.

AB met with their equivalent role from British Swimming. Suggested to sit once a year in each other's audit committees to share understanding. The Board were in agreement with this suggestion.

Decision: AB's equivalent at British Swimming to annually observe ARP Committee.

The Chair thanked the Board for their efforts over the year, and wished all the best for the winter holidays and New Year.

Summary of Decisions made

Minute	Item	Decision
6.1	Nominations Committee	Confirmation of AB and CG continuing as independent members of the Board
11	2022 Budget	The board supported the 2022 Budget as it currently stands, noting that it is expected that there will be the need to reforecast during the year.
14.1	Anti-Doping	Barry Saunders nominated to lead on Anti-Doping work on behalf of the Board.
		The Swim England 2021 Handbook was approved by the Board.