

## **GB SNOWSPORT LIMITED (the “Company” or “GBS”)**

### **Minutes of a meeting of the Board of Directors of the Company held at 101, New Cavendish Street, London on 18 September 2019 at 10:00 a.m.**

#### **DIRECTORS PRESENT**

Rory Tapner (RT or Chairman)  
Paula Cardwell (PC)  
Tim Fawke (TF)  
Wayne Glasse Davies (WGD)  
Vicky Gosling (VG)  
Colin Holden (CH)  
Dan Hunt (DH)  
Anna Lees Jones (ALJ)  
Richard Leman (RL)  
Mark Lund (ML)  
Iain Mackay (IM)  
Paul Trayner (PT)

#### **IN ATTENDANCE**

Jenny Shute (JS)  
Trafford Wilson (TW)  
John Wade (JW)  
David Young (DY)

#### **APOLOGIES**

Robin Kellen

#### **1. OPENING OF MEETING AND MINUTES OF PREVIOUS BOARD MEETING**

It was resolved that RT be appointed chairman of the meeting and it was noted that a quorum was present in accordance with clause 6.9 of the Company's Articles of Association. The Directors present declared their respective interests, if any, in the matters to be dealt with at the meeting pursuant to the Companies Acts.

The Chairman welcomed PC and TW to the Board and said that this would be WGD's last meeting before retiring from the Board. He thanked WGD for his contributions to the Board and its discussions during his term of office. TW would formally join the Board after the forthcoming AGM.

The minutes of the meetings held on 25 July and 13 August 2019 were reviewed and it was unanimously resolved to approve them. A list of action points from the July Board meeting was reviewed.

#### **2. CHAIRMAN'S REPORT**

**2.1 UK Sport:** RT said that relationships with UK Sport continued to be good. He and VG would be meeting UK Sport's finance staff later that month to discuss an accelerated drawdown of funds. In response to a question from ML as to whether the money to be refunded by UK Sport had yet been received, RT said that it should be paid in early October.

**2.2 Independent Non-Executive Director:** RT said that ML had indicated that he would like to retire from the Board in December; accordingly, he would arrange for an advertisement to assist the search for candidates for review by the Nominations Committee.

### 3. SAFEGUARDING REPORT

The Chairman reported that the Bridget Owen, the Safeguarding Officer, was working with the Ann Craft Trust (ACT) on the development of a safeguarding adult policy; the ACT is funded by UK Sport and Sport England to give safeguarding adult advice and support to funded organisations. She has also drafted a safeguarding leaflet, initially intended for all staff and making the point that safeguarding is the responsibility of everyone.

RT said that BO had also highlighted some online safeguarding courses that could be of use to new Board members and which had been shared with VG.

PC asked whether she could spend some time with BO in order to appreciate safeguarding more fully and to assist in a greater understanding of the risk register and JW was asked to make the appropriate arrangements.

### 4. CHIEF EXECUTIVE'S REPORT

**4.1 Merger with Para Snowsport:** VG referred to the issues that had arisen during the merger and the work that had been put in by GBS staff at that time, and since, to give the Para athletes the appropriate support. GBS had found a lack of proper infrastructure and inadequate funding. These issues had been addressed and a culture health check taken by UK Sport after the merger showed a substantial enhancement over one taken prior to the merger. The lessons learned in the process were, inter alia, to seek greater evidence of matters rather than to rely on statements by officials. In response to a question from PC, DH said that there remained some legacy staff issues which were being dealt with.

PC and TW suggested that the report should be shared with UK Sport. VG said that she would do this in a private meeting and on a confidential basis.

**4.2 Staffing:** DY had reviewed the Finance function and recommended a number of changes which would be adopted. It was likely that a Finance Manager would be sought and Programme Managers given more authority. Rachel Frazer (RF) had joined as Marketing and Communications Director: the Chairman asked that RF make a presentation to the Board at its December 2019 meeting.

**4.3 Sponsorship:** discussions continue with a number of potential sponsors. There is to be a dinner at Coutts on September 30 which will be attended by a number of different brands interested in engaging with GBS; the Company's patron will also be attending.

**4.4 Representation of GBS at the International Ski Federation (FIS):** VG drew attention to the Company's current representation at FIS and the need to ensure that those speaking on behalf of GBS were aware of the Company's organisation, culture and aims.

After discussion it was decided that those nominated to represent GBS at FIS should be employees, board members or volunteers steeped in the current knowledge of GBS. Moreover, individuals nominated should ideally hold their position, subject to the FIS Council's appointments criteria, for no more than twelve years. Nominations for all FIS positions should be proposed to the Board by the Nominations Committee which should seek advice from, inter alia, the Chief Executive, Performance Director and other interested parties. JW was asked to amend the Committee's terms of reference to reflect its enhanced responsibilities.

### 5. PERFORMANCE DIRECTOR'S REPORT

**5.1 Performance:** DH stated that summer training camps had all gone well and there were no major performance issues to report.

Athletes on the World Class Programme had received a handbook which, inter alia, draws together the sports science and sports medicine support available to them. There had been a mental health awareness seminar for coaches earlier that month and another was planned for October; the seminar had highlighted recognition of problems and the steps needed to commence support for potential sufferers.

**5.2 Innovation:** DH commented on the Innovation programme and was asked to review whether those projects that would be beneficial to all athletes might be eligible for financial support from FIS.

## **6. FINANCE**

**6.1 Reporting:** the management information to 31 August 2019 was reviewed. DY said that he was in the process of a complete review of the Finance function and management information; he was aiming for the Board to receive monthly financial information which would include cash flow. The budgets and forecasts were under review and ultimately he wanted to have a system that was owned and maintained by discipline programme managers in conjunction with head coaches. ML asked that, as part of his work, DY should review the Company's reserves policy. In response to a question from TW, DY said that the Finance team was working towards showing performance against budgets but such information would not be immediately available.

PC said that she and DY would look at the cost of consultants in July and discuss whether there were any wider issues.

**6.2 Expenses policy:** ML recommended that the policy include the process of claiming expenses, which ought to be possible online; the withholding of sums which GBS believed might be liable by way of income tax should be removed.

After discussion, the recommendations were adopted and the policy was approved to replace the existing expenses policy.

## **7. FIS MOTION RE MOGULS**

IM drew attention to a motion to be put to the FIS Council to seek the addition of a dual moguls event in the Olympic programme. This might take the form of either a dual moguls event or a team event.

After discussion, it was decided to support the proposal.

## **8. SELECTION POLICY**

RT said that the policy had previously been approved in principle and now contained schedules and timetables relative to each discipline.

After discussion the policy was approved and DH given authority to make changes of a minor nature prior to its publication.

## **9. HOME NATIONS**

**9.1 England:** TF said that it was pleasing that a number of athletes were now seeking to qualify as coaches; the Backing the Best project was on track.

**9.2 Scotland:** TW said that a draft National Facilities Plan would be published later that month and hopefully finalised in October after feedback had been processed.

RT asked about the liaison between pathway managers and the Home Nations, DH said that Mark Ritchie was working with TW to develop links in Scotland; the work with England was not so advanced.

RT asked DH and the Home Nations to prepare a pathways presentation for the December board meeting.

## **10 RISK REGISTER**

There was a discussion about the risk register and it was agreed that whilst the Board would always meet to discuss urgent issues the full register should be reviewed at its meetings in April and September of each year.



## 11. STANDING COMMITTEES

Membership of the Board's standing committees was discussed in the light of the appointments of PC and TW.

It was agreed that PC should chair the Audit and Risk Committee (ARC); TF, ML and TW would also be ARC members. ML, as outgoing chair of the ARC, would provide continuity until his retirement from the Board in December.

PC would also be a member of the Remuneration Committee, together with RT; the Committee would be chaired by RL.

The Nominations Committee would continue to be ML (chair), CH, ALJ, IM and RT.

Josh Haughton joined the meeting.

## 12. PROPOSED POLICIES

**12.1 Anti-Corruption:** after discussion, the policy was approved to replace the existing Anti-Fraud policy, subject to some minor tidying up.

**12.2 Dignity and Respect:** after discussion, the policy was approved provided that it was amended to cover social media.

**12.3 Equality and Diversity:** after discussion, the policy was approved to replace the existing policy.

**12.4 Grievance:** after discussion, the policy was approved to replace the existing policy provided that the requirement for an appeal fee was removed.

**12.5 Whistleblowing:** ML's recommendation that a mechanism be included to allow a whistle-blower to retain anonymity, perhaps through a communication to the GBS Welfare Officer was adopted. After discussion, the policy was approved.

**12.6 Data Protection:** after discussion, the policy was approved.

**12.7 Data Breach:** after discussion, the policy was approved.

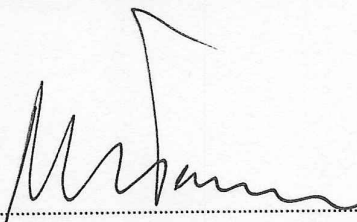
It was noted that the policies were all in line with those of UK Sport and would be published shortly. VG was given authority to make changes of a minor nature to the policies before their publication.

## 13. ANY OTHER BUSINESS

**13.1 Matters reserved for the Board:** the Board discussed the welfare of the Company's athletes and staff during the meeting with particular reference to any who might be in need of greater support and understood that any issues were being handled in conformity with the Company's policies. The Board also discussed any potential or existing employment related issues and understood that any issues were being handled in conformity with the Company's policies.

**13.2** The next Board meeting is scheduled for 17 December.

**13.3** There being no further business the meeting closed at 1:15 p.m.



Chairman

7/11/2020