

Agenda for a meeting of Council

Saturday 25 January 2020

at lunchtime, immediately after the Presentation Ceremony that follows the AGM

in the Discovery Room, Ground Floor, De Vere Orchard Hotel,
University Park, Nottingham NG7 2RJ

Special notice

Nominations are invited in advance for the offices in items **3, 4, 5, 6 & 7** below. Emails with the name of the office (ie Chair of X Committee), the name of the nominee and their proposer and seconder, and confirmation of their acceptance of the nomination (all in one e-mail, see next page for format) to reach the Secretary martin@britishskydiving.org by **Thursday 16 January**.

Nominations will be taken at the meeting only if no advance nominations have been received.

- 1 Council 2020 composition**
Ten elected and two independent non-executive directors (see Appendix 1). The COO takes the Chair to item 3.
- 2 Apologies for absence**
- 3 To elect a Chair of Council and decide his/her term of office** (of up to **three years**, per Article 13.3, which states: The Council shall endeavour to ensure the term of office of the Chair, Vice Chair and Treasurer shall not end at the same time.)
Nominees for Chair are invited to send a statement of up to 500 words in support of their candidature. This will be circulated with the list of nominations on Friday 17 January.
- 4** At the Council meeting on 26 January 2019 (minute 2/19), Craig Poxon was elected Vice Chair for three years, 2019, 2020 and 2021. Only in the event of a vacancy arising, consequent on item 3 above or otherwise, to elect a **Vice Chair of Council for two years**
- 5 To elect a Treasurer for one year**
- 6 To elect a Chair of each the following Committees of Council - by custom and practice, committees are constituted annually so these are appointments for one year.**
 - 6.1 Chair, Safety and Training Committee (STC)**
 - 6.2 Chair, Member Development Committee (MDC)**
 - 6.3 Chair, Élite Performance Committee (EPC)**
 - 6.4 Chair, Communications Committee**
- 7 To elect (i) a Delegate to the Royal Aero Club and (ii) an Alternate Delegate to the Royal Aero Club**
- 8 To co-opt to Council (non-voting):**
 - 8.1 The Treasurer (if not a Council member)**
 - 8.2 The Chair of STC (if not a Council member)**
 - 8.3 Delegate and Alternate Delegate to the Royal Aero Club (if not Council members)**

.../please turn over

- 9 **To confirm dates for quarterly Council meetings in 2020**
At British Skydiving HQ, Leicester LE2 9TF:
Tuesdays at 18:00: 10 March, 16 June, 15 September and 24 November 2020.
- 10 **Directors' documentation**
- (i) **Companies House Registration of Directors**
 - (ii) **Directors' duties & responsibilities**
 - (iii) **Code of Conduct for British Skydiving volunteers**
 - (iv) **Register of elected members' interests**
 - (v) **Short profile of each Council Member for the website (100 words maximum).**
- 11 **Sport & Recreation Alliance Director Training Day (five elected members are due to attend such training)**
New Council Members are asked to attend a one-day external workshop to equip them with the skillset to become 'board ready' as a non-executive director (NED). The workshop focusses on what is expected of a director and their fiduciary duties. The next workshop, organised through the Sport & Recreation Alliance, will be held on **Thursday 19 March 2020 from 09:00 to 17:00** at Irwin Mitchell, 40 Holborn Viaduct, London EC1N 2PZ. The Secretary will be pleased to register new Council members subject to (i) their availability; (ii) places being available. If this date is not convenient, similar courses are usually held every six months or so.
- 12 **Notes on committee compositions and scheduling of committee meetings.**
See Appendix 2.
- 13 **Royal Garden Party invitation from the Royal Aero Club (if any this year)**
- 14 **Date of next meeting: per item 9.**

Nomination email format - separate email for each nomination please, with all information for each nomination in one email.

Nomination for [position]

Nominee: Name of nominee
 Acceptance: Confirm nominee accepts nomination
 Proposer: Name of Council Member proposing
 Secunder: Name of Council Member seconding

Nominations are invited by **Thursday 16 January**. The e-mail can be sent by any one of the nominee, proposer or seconder, once the sender has secured the agreement of the other two. Nominations received will be acknowledged. If you do not receive an acknowledgement, please check.

A list of nominations received will be circulated by email on Friday 17 January. Nominations will be taken at the meeting only if no advance nominations have been received.

Appendix 1: Composition of Council

Appendix 2: Note on committee compositions and scheduling of scheduling of committee meetings.

Appendix 1: Composition of Council

10 elected & 2 independent members

plus any co-opted members (non-voting)

10 elected members

Extracts from BPA Articles of Association

Note: The transitional period between the former and current Articles has now finished, with completion of the three-year tenure of the "Initial Chair" under these current Articles

11. APPOINTMENT AND RETIREMENT OF ELECTED COUNCIL MEMBERS

11.2 At the second Annual General Meeting following the adoption of these Articles, all of the current Elected Council Members shall retire except for the Initial Chair, appointed in accordance with Article 13.1, and the six Elected Council Members who received the most number of votes in the election at which they were appointed pursuant to Article 11.1 ("the Remaining Elected Council Members") but as between persons who received the same number of votes, those to retire shall be chosen by lot. The resulting three Elected Council Member vacancies shall be filled in accordance with Articles 11.6 and 11.7.

11.6 Elected Council Members shall be elected by the Members for a term of office of three years. A Elected Council Member completing their three year term of office may be eligible for re-election for another term of office provided that no Elected Council Member having completed 3 terms of office of three years may be eligible for re-election until after the expiry of one term of office of 3 years.

11.7 The Elected Council Members shall be nominated from, and appointed by, the Members in accordance with the following election process: [set out at 11.7.1 to 11.7.10]

13. PROCEDURE FOR ELECTION OF CHAIR, VICE CHAIR AND TREASURER

13.1 At the first Council meeting following the adoption of these Articles, the Council shall elect one of their number to be Chair ("the Initial Chair"). One member of the Council must propose one of their number to be the Initial Chair and another member of the Council must second this proposal. The Initial Chair shall then be elected by a simple majority vote of the members of the Council. The person so appointed as the Initial Chair will serve for a three year term of office.

13.2 All subsequent Chairs will be appointed in accordance with the process set out in Article 13.1 and will be appointed for a term of office of up to three years. On the expiry of the Chair's term of office, or in the event the Chair vacates their office or is removed from office by a decision of at least three quarters of all other members of the Council from time to time, a new Chair will be elected following the procedure set out in Article 13.1.

13.3 Following the appointment of the Chair, the Council shall also appoint one of their number to be Vice Chair and one of their number to be Treasurer. The Council shall decide the period during which he or she is to hold office, whether the appointment is to be confirmed annually by the Council and the precise point at which his or her term of office ends. The Council shall endeavour to ensure the term of office of the Chair, Vice Chair and Treasurer shall not end at the same time.

Tenure on Council - Elected Council members (per Articles 11 & 13)

Paul Applegate, Adrian Bond - 3 years (2018, 2019, 2020)

Mark Bayada, Tash Higman, Sam Lee - 3 years (2019, 2020, 2021).

Mary Barratt, Kate Lindsley, Craig Poxon, Simon Soper - 3 years (2020, 2021, 2022)

Jack Davies - 1 year (2020)

2 independent members

Extracts from BPA Articles of Association

12. APPOINTMENT AND RETIREMENT OF INDEPENDENT COUNCIL MEMBERS 1
- 12.1 At the first Annual General Meeting following the adoption of these Articles, two Independent Council Members shall be appointed in accordance with Article 12.5. One of these Independent Council Members shall be appointed for a term of office of one year ("the A ICM") and the other Independent Council Member shall be appointed for a term of office of two years ("the B ICM").
- 12.2 At the second Annual General Meeting following the adoption of these Articles, the A ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.
- 12.3 At the third Annual General Meeting following the adoption of these Articles, the B ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.
- 12.4 For the avoidance of doubt, all further Independent Council Members shall be appointed and shall retire in accordance with Articles 12.5 and 12.6.
- 12.5 Independent Council Members shall be selected and nominated to the Members by the Nominations Committee and shall be appointed by the Members at a General Meeting.
- 12.6 Independent Council Members shall be appointed for a term of office of three years. An Independent Council Member completing their three year term of office may be eligible for re-appointment for another term of office provided that no Independent Council Member having completed 3 terms of office of three years may be eligible for re-appointment.
- 12.7 For the avoidance of doubt, any Independent Council Member may not be eligible to put themselves forward as a candidate for election as an Elected Council Member pursuant to Article 11.6 until at least three years has passed since he or she was last an Independent Council Member.

Tenure on Council - independent Council members (per Article 12)

Sue Stanhope was appointed by AGM 2018 as an independent director for 3 years (2018, 2019, 2020).

Nick Bunting was appointed by AGM 2019 for appointment as an independent director for 3 years (2019, 2020, 2021).

On 10 January 2020, British Skydiving announced that Nick Bunting has stood down from his voluntary position as an independent non-executive director of British Skydiving (British Parachute Association Ltd) due to his other commitments. Chair of Council Martin Soulsby thanked Nick Bunting for his contribution to development of British Skydiving's strategy over the last three years and wished him well for the future.

Appendix 2: Note on committee compositions and scheduling of committee meetings

Relevant extracts from Council minutes

86.1 New Committee Structure from 2020

The terms of reference [of the committees] specify a complement of at least three Council members on each Committee and that the Chair and (except for STC) Vice Chair shall be Council Members. No more than six Council Members or 50% of Council could serve on any committee. There would also be volunteer seats on committees and many working or task and finish groups (that committees may from time to time establish on an ad hoc basis) for members from the wider membership to volunteer appropriate skills and competences. A call for volunteers had been made in Skydive the Mag for December and would be reinforced on social media.

Discipline representatives on the current Competitions Committee (whose successor would be the Élite Performance Committee) would become Technical Excellence Advisers (TEAs) under the new arrangements. This was a new specialist technical and ambassadorial role with a wider remit, to advise both the Member Development Committee (MDC) and the Élite Performance Committee (EPC). MDC which would oversee skills coaching roadshows as part of its responsibilities for member development, and EDC would cover competitions.

The annual composition (membership) of committees (except STC), apart from the Chair of each committee who is elected by Council, would be proposed by the Chair of the appropriate committee and decided by a meeting of all main chairs (Council, STC, EPC, and Communications).

86.2 Suggested Council dates 2020

Council had previously agreed (minute 61) to hold quarterly meetings in 2020 on different days from meetings of its committees, and that committees would report to Council by minutes supported by other papers where necessary.

- end of extracts -

Summary

- The Chair of each Committee recommends the composition of their committee for approval by a meeting of all Chairs. This does not apply to STC but the STC Chair is part of the meeting of all Chairs.
- Once constituted, each Committee is therefore free to set its own schedule of meeting dates, times venues and modes (physical or virtual), cognisant of its reporting responsibilities to Council.
- STC has already set its schedule of meetings for the year:
STC 2020, at 19:00 at British Skydiving HQ:
Thursday 6 February
Thursday 2 April
Thursday 28 May
Thursday 23 July
Thursday 17 September
Thursday 12 November