

**Swim England South East**  
**Regional Management Board**

Minutes of Meeting held on Wednesday 19 October 2022 as an Online Meeting 7.00pm

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<b>Present:</b>	Roger Penfold (RFP)	Chairman
	George Adamson (GA)	Board Member
	Brian Deval (BD)	Board Member
	Rosa Gallop (RG)	Board Member
	Jenny Gray (JG)	Board Member
	Chris Lee (CL)	Board Member
	Alan Lewis (AL)	Board Member
	Roger Prior (RGP)	Board Member

**Also in attendance (non-voting):**

Bryony Gibbs (BG)	Regional Manager
John Tripp (JT)	Regional President

**108 Apologies**

Mike Lambert  
Carys Jones  
Shelley Robinson  
Sara Todd

**109 Minutes of the Meeting held on 07 September 2022**

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

**Action: BG**

**110 Matters Arising**

95 - Pool depth – This is discussed in the SOC Minutes (see Minute 118 below).  
95 - Welfare Officer – There had not yet been further progress with recruiting a Regional Welfare Officer. A targeted approach had been taken initially. It was agreed the role would be openly advertised through the website and included in the November & December newsletters.

**Action: BG**

95 – Identification of Top Club Trophies for Youth and Age Group Championships – There has been no known progress. Regional Masters had been expecting to receive trophies but were unable to access these, so plates had been purchased. Proposed that salvers be purchased to present at the Winter Championships to the Top Clubs from earlier in the year. This was agreed.

**Action: BD**

95- John Davies – BD has a template certificate and will progress artwork.

**Action: BD**

95 - Appointments – Regional Management Board Member – CL is working on skills' matrix and will report back.

**Action: CL**

**Landscape sheet**

9 – Overseas Training Camps/Competitions – This had been discussed by the Development Group, but no recommendation had been brought forward. Previously, discussion had taken place regarding the value to the discipline and financial contributions of athletes. Swimming were proposing to go to Luxemburg in January. No other disciplines have included offshore camps in budget requests for 2023.

#### **111 Incorporation – Draft Company Articles**

The draft articles had been circulated in advance of the meeting. RFP proposed that these were adopted on behalf of the Region. RFP thanked BG, Susan Harrison, CL and ST for their work on the articles. Counties were also thanked for their input. It was noted some articles were highlighted where what was proposed differed from what currently happened within the unincorporated association.

The proposed articles were agreed unanimously. It was agreed that any inconsistencies, typos or grammatical errors could be corrected without referring back to the RMB.

**Action: RFP/BG**

#### **112 Staffing Sub Committee**

The minutes of the Staffing Sub-Committee had been circulated by email. The recommendation to increase the contracted hours for the post held by Kristie Jarrett to 30 hours per week from 01 October had been approved by the majority and had now been actioned.

The Staffing Sub Committee had agreed within delegated powers to award a 4% pay increase to the Region's Staff from 01 October 2022 in line with the increase being offered to Swim England's nationally employed staff. The TORs of the Staffing Sub Committee allowed such decision to be taken by the group subject to it being reported to the Board.

#### **113 Finance – Budget 2023**

The Finance Group had met and discussed the budget submissions received for 2023. A report was circulated in advance of the meeting and was discussed.

Two items were raised that had not been included in the report:

1. Licence meet fees. RMB took the decision previously the Licence meets should go to general funds rather than swimming. Following discussion it was agreed these would remain in general funds.
2. Officials' licences. This had been discussed at the Development Group, this is currently included in the Development budget. This will remain in the Development budget for 2023 but will move to the relevant discipline budgets from 2024 onwards.

#### **RFP – 19.40 left the meeting CL took the chair**

Following discussion, the Board were asked to agree the following recommendations;

1. Agree to refer back the budget submissions for Masters' Swimming and Disability Swimming.
2. To defer any decisions on Artistic Swimming until their submission has been received.
3. To accept all the other budget submissions
4. To agree to release the moneys 'ring-fenced' for Disability Swimming to General Funds.

5. To consider allowing the Swimming Group to increase entry fees to cover excess costs of pool hire if they materialise.

**All actions as outlined were agreed.**

**Action: RGP/BG**

**114 Member Nominated Directors of the Swim England Board**

A call for nominations had been received from Swim England. Five Regions are able to put forward nominations. It was understood that Neil Booth is willing to stand again. There is currently limited representation from the South at a national level within either the Swim England Board or Sports Operations Committee. CL confirmed he would be willing to stand, and this was supported by those present. BD agreed to review nomination/CV.

**Action: CL/BD/RFP**

**115 Affiliations & Resignations**

*New affiliations are now reviewed and approved by the Affiliation Sub-Group and are reported for information.*

**New Affiliations – Approved**

None

**Affiliation Applications – Pending**

Jersey Water Polo Club (Hants)

Tonbridge Sea Turtles (Kent)

**Resignations**

None

**Enquiries**

Epsom College (Surrey)

Out to Swim South (Sussex)

**Suspensions**

Isle of Wight Triathlon Club (Hants) – Lapsed Membership

**116 Swim England Regional Chairs Meeting Minutes**

The minutes of the Regional Chairs' meeting on 26 September were noted.

**117 Swim England Board Meeting Minutes**

The minutes of the Swim England Board meeting on 14 September were noted.

**118 Sports Operation Committee Meeting Minutes**

The minutes from the Sports Operation Committee meeting on 13 September were noted.

It was noted the Safeguarding featured in both the SE and SOC minutes, it was understood that this will be a focus going forward.

**119 Correspondence**

None received.

**120 AOB**

None received.

**121 Date of the Next Meeting**

Sunday 20<sup>th</sup> November 10am Holiday Inn Guildford

GA and BD gave apologies for the next meeting.

The meeting was closed at 20.01

**Swim England South East**  
**Regional Management Board**

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95 - Welfare Officer – There had not yet been further progress with recruiting a Regional Welfare Officer. A targeted approach had been taken initially. It was agreed the role would be openly advertised through the website and included in the November & December newsletters.

**Action: BG**

95 – Identification of Top Club Trophies for Youth and Age Group Championships – There has been no known progress. Regional Masters had been expecting to receive trophies but were unable to access these, so plates had been purchased. Proposed that salvers be purchased to present at the Winter Championships to the Top Clubs from earlier in the year. This was agreed.

**Action: BD**

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**Action: BD**

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**Action: CL**

**Landscape sheet**

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**Action: CL/BD/RFP**

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*New affiliations are now reviewed and approved by the Affiliation Sub-Group and are reported for information.*

**New Affiliations – Approved**

None

**Affiliation Applications – Pending**

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Tonbridge Sea Turtles (Kent)

**Resignations**

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**Enquiries**

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Out to Swim South (Sussex)

**Suspensions**

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**120 AOB**

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**121 Date of the Next Meeting**

Sunday 20<sup>th</sup> November 10am Holiday Inn Guildford

GA and BD gave apologies for the next meeting.

The meeting was closed at 20.01

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## Regional Management Board

A meeting of the Regional Management Board will be held on 19 October 2022 as an Online Meeting commencing at 1900

### Agenda

- |   |   |           |      |
|---|---|-----------|------|
| 1.  | <b>Apologies</b><br><i>To receive any apologies from members unable to attend the meeting</i>   | RFP       | 1900 |
| 2.  | <b>Minutes of the Meeting held on 07 September 2022</b><br><i>To agree accuracy of minutes from the previous meeting</i>                                    | RFP       | 1905 |
| 3.  | <b>Matters Arising</b><br><i>To consider any matters arising from the minutes not covered in the agenda and confirm actions</i>                             | RFP       | 1910 |
| <b>Items for Decision</b>                     |   |           |      |
| 4.  | <b>Incorporation - Company Articles</b>   | RFP       | 1915 |
| 5.  | <b>Staffing Sub Group</b><br>Ratification of decision taken by email  | RFP       | 1930 |
| 6.  | <b>Finance – Budget 2023</b>  | RGP       | 1935 |
|   |   | To Follow |      |
| 7.  | <b>Member Nominated Directors of the Swim England Board</b>   | RFP       | 1945 |
|   |   | Enclosed  |      |
| <b>Items for Discussion / Information</b>     |   |           |      |
| 8.  | <b>Affiliations &amp; Resignations</b><br><i>New affiliations are now reviewed and approved by the Affiliation Sub-Group and are for information only.</i>  | RFP       | 1955 |
| <b>8.1 New Affiliations – Approved</b>        |   |           |      |
| None  |   |           |      |
| <b>8.2 Affiliation Applications – Pending</b> |   |           |      |
| Jersey Water Polo Club (Hants)                |   |           |      |
| Tonbridge Sea Turtles (Kent)                  |   |           |      |
| <b>8.3 Resignations</b>                       |   |           |      |
| None  |   |           |      |
| <b>8.4 Enquiries</b>                          |   |           |      |
| Epsom College (Surrey)                        |   |           |      |
| Out to Swim South (Sussex)                    |   |           |      |
| <b>8.5 Mergers</b>                            |   |           |      |
| None  |   |           |      |
| <b>8.6 Change of Name</b>                     |   |           |      |
| None  |   |           |      |
| <b>8.7 Suspensions</b>                        |   |           |      |
| Isle of Wight Triathlon Club (Hants) – Lapsed |   |           |      |
| 9.  | <b>Swim England Regional Chairs Meeting Minutes</b><br><i>To review the minutes of the Regional Chairs meeting held on 26 September 2022, if available.</i> | RFP       | 2000 |
|   |   | To Follow |      |
| 10.   | <b>Swim England Board Meeting Minutes</b><br><i>To review the minutes of the Swim England Board meeting held on 14 September 2022.</i>                      | RFP       | 2010 |
|   |   | Enclosed  |      |
| 11.   | <b>Sports Operation Committee Minutes</b><br><i>To review the minutes of the Sports Operations Committee meeting held on 13 September 2022.</i>             | RFP       | 2020 |
|   |   | Enclosed  |      |

- |     |   |          |
|-----|---|----------|
| 12. | <b>Correspondence</b>   | RFP 2025 |
| 13. | <b>AOB</b><br><i>24 hours notice required</i>   | RFP 2030 |
| 14. | <b>Date of Next Meeting</b><br>Sunday 20 <sup>th</sup> November, 10am – Holiday Inn Guildford | RFP 2035 |

**Swim England South East  
Regional Management Board**

Minutes of Meeting held on Wednesday 7 September 2022 as an Online Meeting 7.00pm

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<b>Present:</b>	Roger Penfold (RFP)	Chairman
	George Adamson (GA)	Board Member
	Brian Deval (BD)	Board Member
	Rosa Gallop (RG)	Board Member
	Jenny Gray (JG)	Board Member
	Carys Jones (CJ)	Board Member
	Chris Lee (CL)	Board Member
	Alan Lewis (AL)	Board Member
	Roger Prior (RGP)	Board Member
	Sara Todd (ST)	Board Member

**Also in attendance (non-voting):**

Bryony Gibbs (BG)	Regional Manager
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**93 Apologies**

Mike Lambert  
Shelley Robinson

**94 Minutes of the Meeting held on 28 June 2022**

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

**Action: BG**

**95 Matters Arising**

80 – Mailsports Concession Agreement – It was confirmed the agreement had now been signed.

80 –Pool Depth – This will be covered under the SOC Minutes later in the agenda.

80 –Welfare Officer – There had not been any progress with recruiting a Regional Welfare Officer.

80 –Identification of Top Club Trophies for Youth and Age Group Championships – It was understood this had not yet progressed.

**Action: ML**

80 –John Davies – It was understood that the Kent dinner was due to take place on 16 September so this would need further consideration. BD has been working on getting a template certificate created.

**Action: BD**

63 - Appointments – Regional Management Board Member – There had been one application for the RMB vacancy. Following discussion it was felt that closer identification may be needed on the skills that are needed. Once this exercise has been completed there will be further review for more targeted recruitment. CL to discuss with BG and come back to the October meeting.

**Action: CL/BG**

**Landscape sheet**

9 – Overseas Training Camps/Competitions – Development Group to discuss at September meeting.

11 – Trophies for Masters – The events these trophies are required for are coming up soon so these are needed more urgently. BG to remind ML.

**Action: ML**

**96 Volunteer Awards 2022**

Following discussion it was agreed that some of the Regional Award winners' trophies would be presented at the Winter Regionals for those attending the event. Others would be presented at other discipline events where possible, or if not, locally at their pools with photos taken. Winners will be announced through the newsletter on 01 October.

**Action: BG/BD**

**97 Swimming Championships**

The report was noted. It was noted that the Summer Championships in 2023 will not be taking place at Crawley.

**98 Trust Registration Service**

It was noted that this could have implications for clubs. While clubs will need to wait for further guidance to be release, need to be aware that this could impact them. Swim England will release guidance to clubs once further guidance has been provided by Sport England.

**99 Incorporation Update**

RFP reported that draft articles of association had put together. RFP & BG had reviewed the draft and this has now been sent on to CL, ST and Susan Harrison for further review. The articles will be on the October agenda with a view to these being adopted. These will be sent out to the RMB at least 14 days before the meeting.

**Action: RFP/BG**

**100 Affiliations & Resignations**

*New affiliations are now reviewed and approved by the Affiliation Sub-Group and are reported for information.*

**New Affiliations – Approved**

None

**Affiliation Applications – Pending**

Jersey Water Polo Club (Hants)

Tonbridge Sea Turtles (Kent)

**Resignations**

None

**Enquiries**

Brighton College (Sussex)

**Suspensions**

White Cliffs (of Dover) SC

**101 Swim England Regional Chairs Meeting Minutes**

The minutes of the Regional Chairs' meeting on 18 July were noted.

6. Swim England Strategy – It was noted that there will be a focus on diversity within the strategy.

8. AOB – it was noted that there were low levels of engagement within the Q&A session of the member's forum.

#### **102 Swim England Board Meeting Minutes**

The minutes of the Swim England Board meeting on 13 July were noted.

7.23 Action states that Brian Havill would write to forum members to advise them of decision. It is understood at least 2 of the Region's forum members have not received this notification.  
8.2 Sales of Floors 3&4 of SportPark by old unincorporated ASA to Swim England – this was discussed and is understood to be a transfer from the old company. It is understood that floors 1&2 were sold back to the university with funds used to repay loans and mortgage.

#### **103 Sports Operation Committee Meeting Minutes**

The minutes from the Sports Operation Committee meetings on 12 May and 12 July were noted.

Pool Depth – Pool depth was discussed at both the May and July meetings. A new issue of the guidance was planned to be available from September.

3.1 Swim England Strategy – reference to the efficient use of water and having only one club operating out of a pool was discussed.

#### **104 Swim England Annual General Meeting Minutes**

The minutes from the Swim England Annual General Meeting were noted.

#### **105 Correspondence**

LTS and Workforce Audit Survey – details were circulated earlier in the day.

Licensing Meeting – it was understood a meeting was being planned for regional licensing officers.

#### **106 AOB**

Nothing noted.

#### **107 Date of the Next Meeting**

Wednesday 19 October, 7pm, Online Meeting

The meeting was closed at 19.57

**AGENDA ITEM 3**

**MATTERS ARISING FROM RMB MEETINGS**

Updated as at 13 October 2022

	<b>SUMMARY OF AGREED ACTIONS</b>	<b>MIN REF</b>	<b>ACTION</b>	<b>COMMENTS</b>
1	<b>List of Assets</b> BG to compile a list of assets for Trustees	13.10.2015 Min 140.3	BG	<i>Ongoing</i>
2	<b>Constitutions</b> There are reps within the Region that check constitutions however it was noted that there is not one within ONB. RFP to approach ONB about finding a rep there.	10.10.17 Min 313	RFP	<i>In Progress</i>
3	<b>Regional Funding Policies</b> It was acknowledged that there may be a need for additional support, particularly in the minor disciplines. It was agreed that this subject should be discussed with the Discipline Managers at the November meeting.	09.05.19 Min 61	BG	
4	<b>Regional Trophies</b> Following the Winter Swimming Championships the Swimming Trophies were in the process of going into a secure storage unit. They will be cleaned, photographed and any with hallmarks will also be weighed. It was noted the trophies currently stored in Bristol have insurance of £10k, ML has also put the same value in place for the Swimming Trophies. It was agreed that the Region would pay insurance for 6 months. A sub group would be formed consisting of CL, GA, ML, BD and one of the custodians to formulate a strategy on what the Region should do with the trophies going forward. <b>Update</b> – it was agreed that disciplines should decide how to deal with any inactive trophies. Speed Swimming trophies to be catalogued and custodians sought, any trophies that custodians could not be sought for will be disposed of.	29.11.19 Min 164 Updated 10.09.20 Min 123	CL, GA, ML & BD	<i>In Progress</i>
5	<b>Athlete Contributions / Overseas Camps</b> Agreed that the policy on athlete contributions would be reviewed. The need for a policy on overseas' camps will also be explored. <b>Update;</b> It was agreed this would be passed on to the Strategy Sub Group to consider.	06.02.20 Min 4 Updated 28.06.21 Min 68	Strategy Sub Group	
6	<b>Athlete Bursaries</b> It was noted that in previous years only a small portion of the budget for supporting Channel Island Athletes to attend Regional Camps had been spent. However, there had been a large increase this year. This was due to athletes attending the Regional Water Polo Training. The criteria for this training will be discussed with Water Polo, in the first instance. <b>Update;</b> It was agreed this would be passed on to the Strategy Sub Group to consider.	06.02.20 Min 5 Updated 28.06.21 Min 68	Strategy Sub Group	
8	<b>Incorporation</b> All other Regions except London and the South West have now passed resolutions at their ACMs to incorporate. It was proposed to put this to the	07.09.21 Min 94	RFP	<i>On Agenda</i>

	ACM in April 2022, with incorporation to follow as soon as practical. It was hoped to get all paperwork ready by January 2022 to allow 2-3 months for this information to be considered in advance of the ACM. Other Regions have agreed to share template documents on the process they have undertaken. It was noted that there may be legal costs which will need to be budgeted for.			
9	<b>Overseas Training Camps/Competitions</b> The Finance group felt that, in due course, the Board should discuss the acceptable level of subsidy for these activities and the appropriate contributions for the athletes, which have not been increased for some time. This should be coordinated with the Development Group in consultation with the Discipline Groups to bring to the Board for recommendation.	21.11.21 Min 123	Development Group	
10	<b>SEEDS Diving Programme</b> The SEEDS programme was started because the Governing Body refused to set up a Beacon Diving programme in the region, for historical reasons - the Diving group had felt that a weekly programme was unsustainable because of the size of the region. Had a Beacon programme been set up, it would have been required to be self-sustainable within a few years, whereas the SEEDS programme has continued to need subsidy. The Group recognises that this is a valuable programme, of great value to the region's athletes, but the Board, in the future, together with the Diving Group, might want to consider how the subsidy could gradually be phased out or reduced. It was agreed that this would be reviewed by the Diving Group moving forward for 2023.	21.11.21 Min 123	Diving Group	
11	<b>Trophies for Masters</b> In order to encourage more competition the Masters Group would like to introduce four new trophies for the top SER team in the long and short course championships and at the relay championships. At the relay championships two trophies are proposed, one for large masters clubs and one for smaller clubs. It was agreed that four of the existing trophies would be repurposed for this. ML will contact Lynne Harrison and Rebecca Barker around access to the trophy store to allocate unused trophies.	15.03.22 Min 35.5	ML	
12	<b>Swimming Offshore Camp in January 2023 –</b> The offshore camp was budgeted but did not go ahead for 2022. It is planned to go ahead with an offshore camp in January 2023. The costs would usually fall across two financial years as the hotel and flights will need to be paid for this year. Approval was sought to use the unused 2022 budget to pay the hotel and flight costs for the 2023 camp. The expenditure was agreed and it was delegated to the Finance Group to	28.06.22 Min 81	Finance Sub Group	

	sign off in due course, once the number of swimmers and costs involved are known.			
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*Updated 13.10.22 BG*



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

## **ARTICLES OF ASSOCIATION**

**Of**

**Swim England South East Limited**

Company No. XXXXXXXX

Incorporated on XXXXXX

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## PART 1: GENERAL ARRANGEMENTS

### 1. Interpretation

1.1. In these Articles, unless the context requires otherwise:

**'the Act'** means the Companies Act 2006.

**'Affiliation' and 'Affiliated'** have the meaning set out in Article 8.

**'the Articles'** means these Articles of Association as may be amended from time to time in general meeting, and 'Article' refers to a particular Article.

**'Bankruptcy'** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

**'Board'** means the Board of Directors of the Company established from time to time, the members of which are the directors of the Company for the purposes of the 2006 Act.

**'Chair'** has the meaning given in **article 13 and means the individual appointed by the Directors to be the Chair of the Board of Directors.**

**'Clear days' or 'clear notice'** in relation to the period of notice means a period of days exclusive of the day of which the notice is served and of the day for which it is given.

**'Clubs'** means Affiliated clubs whether incorporated or unincorporated.

**'Committee'** means any committee or discipline group set up in accordance with **Article 19.** Committees may consist of or include persons who are not Board Members.

**'Company'** means Swim England South East Limited.

**'Conflicted Director'** means a director in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Director or Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company.

**'Connected Person'** means, in relation to a Director, a person with whom the Director shares a common interest such that he or she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Director's family or household or a person or body who is a business associate of the Director, and (for the avoidance of doubt) does not include a company with which the Director's only connection is an interest consisting of no more than 1% of the voting rights.

**'Constitution'** means the Memorandum of Association, the Articles of Association and the Company Regulations all as amended from time to time.

**'Director'** means a director of the Company, and includes any person occupying the position of Director by whatever name called.

**‘Document’** includes, unless otherwise specified, any document sent or supplied in electronic form.

**‘Elected Director’** means a director elected in accordance with these Articles.

**‘Electronic form’** has the meaning given in section 1168 of the Act: this could be email or fax, or by any other means while in an electronic form (for example, sending a disk by post).

**‘General Meeting’** means an Annual General Meeting (AGM) or other General Meeting of the Company.

**‘Headquarters’** means the primary location where club or other organisation activities take place.

**‘Local associations’** are defined as an association of clubs each of which is affiliated to Swim England through the Company all with headquarters within an area agreed by the Company. Local associations will be assigned to the County or Sub Region in which the majority of its clubs are situated.

**‘Member’** means the clubs, individual members and other organisations admitted to the membership of the Company in accordance with Article 9 and any relevant Company Regulations from time to time in force.

**‘Voting Members’** are members of the Company who, under these Articles, are entitled to receive notice of, attend and vote at general meetings, and who are members of the Company for the purposes of the Act.

**‘Non-Voting Members’** means all members of the Company other than the Voting Members. Non-Voting Members are not members of the Company for the purposes of the Act.

**‘Month’** means a calendar month.

**‘Other organisations’** means county associations, sub regional bodies, leagues other than those organised by county associations, sub regional bodies, local associations, schools, colleges, school swimming associations, clubs, swim schools, other bodies which operate solely for the purpose of teaching swimming on a non-profit making basis, and other bodies which operate on a profit making basis.

**‘President’** means the person from time to time elected in accordance with these Articles as the President of the Company.

**‘Proxy voting’** has the meaning given in Article 37.

**‘Region’** means the South East Region as defined in the Swim England Company Regulations.

**‘Registered Office’** mean the official location of a company in England and Wales to which all official correspondence from the UK government and HMRC is sent.

**‘Regulations’** means the regulations and policies of the Company made by the Board in accordance with Article 17 as may be amended from time to time.

**'Resolution'** means a decision made by directors or members.

**'Board resolutions'** are any type of collective decisions by Directors and are simply referred to as **'resolutions'** or **'board resolutions'**. These decisions can be made at board meetings or in writing.

**'Ordinary resolution'** has the meaning given in section 282 of the Act and are passed by a simple majority at a general meeting.

**'Special resolution'** has the meaning given in section 283 of the Act and are passed by a majority of not less than 75% at a general meeting.

**'Sport of swimming'** includes artistic swimming, disability swimming, diving, masters swimming, open water swimming, swimming and water polo and any other discipline that Board resolves to include from time to time.

**'Swim England'** means the charity The Amateur Swimming Association (Swim England) Limited, charity number 1175603.

**'Writing or Written Notice'** refers to a legible document on paper, or a document sent by electronic means which is capable of being printed out on paper.

**'Year'** means a calendar year.

- 1.2. Unless the context otherwise requires, other word or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company
- 1.3. Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.4. For the purposes of section 20 of the Act, the relevant model Articles shall be deemed to have been fully excluded and replaced with the provisions of these Articles.
- 1.5. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.6. References to the 'Region' are interchangeable with the 'Company'.

## **2. Objects**

- 2.1. The Objects of the Company are restricted to those set out in Articles 2.3 but subject to Article 2.2.
- 2.2. The Company may add to, remove or alter the statement of the Objects in Articles 2.3.1 to 2.3.8; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.
- 2.3. The Objects of the Company shall be to:

- 2.3.1. Be the South East regional representatives of Swim England and to carry out the aims and objects of Swim England within its jurisdiction.
- 2.3.2. Observe the Articles, Company Regulations, General Regulations, Judicial Regulations, Technical Rules and all other regulations or rules of Swim England and ensure they are observed within its jurisdiction.
- 2.3.3. Manage the sport of swimming within its jurisdiction subject to the strategic direction of Swim England.
- 2.3.4. Follow the resolutions and rulings of Swim England and ensure that they are followed within its jurisdiction.
- 2.3.5. Determine the strategy of the Company, and produce and implement appropriate policies and business and development plans relevant to the Company based on national strategic criteria set by Swim England.
- 2.3.6. Administer such procedures as Swim England and the Company shall from time to time decide to establish, maintain Sub Regions forming part of the governance, administration and delivery of aquatic sports within the Region.
- 2.3.7. The Company shall administer such procedures as are required to enable the affiliation to the Region and to the Sub-Regions which form part of the Region and membership of clubs and other organisations, including any necessary fee collection.
- 2.3.8. Promote community participation in swimming including masters and para-swimming, open water swimming, diving, artistic swimming and water polo and such other disciplines as the Board shall decide.
- 2.3.9. Do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of any or all of the Objects.

### **3. Powers**

- 3.1. The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.
- 3.2. The Company may seek and apply for funds, and receive donations, gifts, endowments, sponsorship fees, subscriptions and legacies from persons wishing to support the Company's Objects.
- 3.3. The Company may borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's Objects, and to mortgage or charge any part of the Company's property as security for borrowed money.
- 3.4. The Company has the power to suspend an affiliated club or other organisation or a member of the Company.
  - 3.4.1. In exercising this power the Company must comply with the requirements and procedures of the Swim England Judicial Laws and Regulations or other Swim England procedures for handling internal disputes.

### **4. Status and Jurisdiction**

- 4.1. The Company shall act as the South East Region of Swim England. Its jurisdiction shall include the ceremonial counties (as defined in the Lieutenancy legislation) of Berkshire, Buckinghamshire, East Sussex, Hampshire, Isle of Wight, Kent, Oxfordshire, Surrey, West Sussex and the Crown Dependencies of the Channel Islands.
- 4.2. Each county association shall be responsible for managing the sport of swimming within its boundaries subject to the strategic direction of Swim England and the Company.

## **5. Limitation of liability of Members**

- 5.1. The liability of the Voting Members is limited.
- 5.2. Every Voting Member guarantees, if the Company is dissolved while they are a member or within one year after ceasing to be a member, to pay up to one pound sterling (£1.00) towards the costs of dissolution and the liabilities incurred by the Company while the Voting Member was a member.

## **6. Application of Income and Property**

- 6.1. The income and property of the Company shall be applied solely towards the promotion of its Objects.
- 6.2. No part of the income or property of the Company shall be paid or transferred directly or indirectly, overtly or covertly by way of dividend, bonus or otherwise to any Member or Director of the Company.
- 6.3. Nothing in Article 6.1 or 6.2 shall prevent the payment in good faith by the Company of:
  - 6.3.1. Reasonable and proper out-of-pocket expenses to any Director, Member, committee or working party member, or employee in connection with their attendance at meetings of the Directors or meetings of committees, or otherwise in connection with the carrying out of their duties in accordance with the expenses policy set by the Board as amended by the Board from time to time.
  - 6.3.2. Interest on money lent by a Voting Member or Director of the Company at a commercial rate of interest.
  - 6.3.3. Reasonable and proper rent for premises demised or let by any Voting Member or Director of the Company.
  - 6.3.4. Any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Director (or any of them) in relation to the Company.
  - 6.3.5. Grants, loans, donations or any other kind of financial assistance to a Member of the Company or to any organisation or agency which is represented on the Board of Directors, provided that any such payment is in furtherance of the Company's objects.
  - 6.3.6. Other payments as are permitted by these Articles.
- 6.4. For the avoidance of doubt, this Article does not affect the capacity for distribution upon dissolution (see Article 42).



## **PART 2: AFFILIATION AND MEMBERSHIP**

### **7. Governance**

#### **7.1. The Company structure is:**

7.1.1. The Members who collectively control but who do not own the Company.

7.1.2. The Board of Directors who are responsible for the administration, direction and management of the business and affairs of the Company.

7.1.3. There are two classes of membership:

##### **(a) Voting Members:**

7.1.3.1. Those clubs who are members of the Company – see Article 9. Such clubs shall appoint a representative to act on their behalf at general meetings.

7.1.3.2. The subscribers to the Memorandum of Association of the Company for such period as they are Directors

7.1.3.3. The Elected Directors (including casual and co-opted) for such period as they are Directors.

7.1.3.4. The President and Vice President for the duration of their terms of office.

##### **(b) Other Members:**

7.1.3.5. Any other volunteer who holds an identified post, and also those who serve on sub-committees and discipline groups for the duration of their appointment.

7.1.4. For the avoidance of doubt:

7.1.4.1. Only Voting Members shall be members of the Company for the purposes of section 112 of the Companies Act 2006 and liable to contribute to the assets of the Company in the event of it being wound up.

7.1.4.2. Other Members shall be entitled to attend General Meetings and speak at the invitation of the Chair but do not have a vote.

7.1.4.3. Other organisations as defined in Article 1 are not eligible for membership of the Company.

7.2. There shall be three levels of government of the Company:

7.2.1. General Meetings.

7.2.2. The Board of Directors.

7.2.3. The Sub-Committees and Discipline Groups.

7.3. Any person who is nominated, elected or appointed as a representative or to any other position which carries the right to vote at any level of government of the Company must be a member of an organisation that is affiliated to the Company.

7.4. The Officers of the Company shall be the Chair of the Board, the Finance Director and the Vice-Chairman appointed at its first meeting after the Annual General Meeting.

### **8. Affiliation**

- 8.1. Eligible incorporated and unincorporated clubs (hereafter '**clubs**') who have their headquarters in the region may apply for affiliation to the Company. Such clubs and other organisations whose affiliation is accepted by the Company shall become Affiliated
  - 8.1.1. For the avoidance of doubt:
    - 8.1.1.1. Those clubs already affiliated to the unincorporated association Swim England South East Region will be automatically affiliated to the Company as at the date of incorporation.
    - 8.1.1.2. Affiliation of clubs' to the Company under this Article does not include automatic membership of the Company.
- 8.2. County associations, swimming leagues other than those organised by county associations, local associations and other bodies that have their headquarters in the region may also be affiliated to the Company.
- 8.3. Eligible clubs or other organisations will be affiliated to the Company by a resolution of the Directors.
- 8.4. The Directors shall make such rules and by-laws as they determine are necessary in relation to (without limitation) the process and any conditions or requirements (including the payment of fees) for the affiliation of clubs and other organisations to the Company.
- 8.5. The Directors may make such rules and by-laws as they determine are necessary in relation to (without limitation) the process of and reasons for the suspension or removal of a club's or other organisation's affiliation.
- 8.6. Although the affiliation and membership processes (Articles 8 and 9 respectively) are separate, the Directors may in their absolute discretion link the process of affiliation to the process of admission to membership.

## **9. Admission of Members**

- 9.1. The Directors shall make such rules and by-laws as they determine are necessary in relation to (without limitation) the process and any conditions or requirements of membership of clubs and individuals to the Company.
- 9.2. Membership of the Company shall comprise:
  - 9.2.1. The Subscribers to the Memorandum of Association of the Company whose membership shall terminate in the event that they cease to be a Director.
  - 9.2.2. The Elected Directors whose membership shall be automatic upon their appointment as a Director and whose membership shall terminate in the event that they cease to be a Director.
  - 9.2.3. Each club that is affiliated to the Company and whose admission to membership has been approved by the Directors.
  - 9.2.4. Such other persons in accordance with Article 7.1.
- 9.3. The Directors must maintain an up-to-date Register of Members. The category of membership of each member shall be recorded as defined in Article 7.

9.4. A person who represents an affiliated club must be a member of that club and must not be less than 18 years of age.

9.5. Applications for Membership:

9.5.1. All affiliated clubs will be invited to apply for membership of the Company and to nominate an individual to represent and vote on behalf of the club at general meetings. A club may at any time withdraw its nomination of an individual to represent that club and nominate a replacement by written notice to the Company.

9.5.2. No affiliated club shall become a member of the Company unless that club has completed an application for membership in such form as required by the Company, and the Directors have approved the application. The club shall acknowledge in writing their obligations under Article 5 (Limitation of liability).

## **10. Conditions of Membership**

10.1. All Members shall be bound by and subject to these Articles.

10.2. Failure or neglect by any Member (either a club or an individual) to comply with these Articles or any conduct considered by the Board in its absolute discretion to be to the detriment of the Company or the Sport shall render the Member concerned liable to suspension or expulsion from membership of the Company.

10.3. If any affiliated club is suspended by Swim England and/or the Company for any reason then the right for the representative of that club to attend, speak and vote at a General Meeting shall be removed until the suspension by Swim England and/or the Company has been rescinded.

## **11. Termination of Membership**

11.1. The Directors shall make such rules and by-laws as they determine are necessary in relation to (without limitation) the process of and reasons for the termination of membership of the Company.

11.2. A Member shall cease to be a member when:

11.2.1. A club ceases to exist or has been suspended by Swim England and/or the Company for twelve months or more.

11.2.2. A club resigns from membership of the Company by giving notice in writing.

11.2.3. A Director ceases to be a Director.

11.2.4. The Directors decide by resolution that the removal of a club or individual's membership is in the best interests of the Company. The process of expulsion must comply with the requirements and procedures of the Swim England Judicial Regulations as given in the Company Regulations.

11.2.5. Any other Member resigns from membership of the Company by giving notice in writing.

11.2.6. An individual dies.

## **PART 3: APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS**

### **12. Number of Directors**

- 12.1. There shall be a minimum of **five Directors**, each of whom must be a member of Swim England and a member of a club affiliated to the Company.
- 12.2. The members of the Board of Directors shall be:
- 12.2.1. The Chair who shall be a Director by virtue of his office.
- 12.2.2. The Finance Director who shall be a Director by virtue of his office.
- 12.2.3. Up to nine Elected Directors.
- 12.2.4. Up to three other Directors appointed by the Board for their skills and experience.
- These Directors shall:
- 12.2.4.1. Remain in office until the close of the Annual General Meeting following their appointment or for such shorter period as the Board shall determine at the time of appointment.
- 12.2.5. Casual vacancies arising among the Elected Directors shall be filled by a majority decision of the Board for the remainder of the term subject to the agreement at the next Annual General Meeting and shall:
- 12.2.5.1. Be eligible for re-election in accordance with these Articles.
- 12.2.5.2. Be counted in a quorum.
- 12.2.5.3. Be allowed to vote at the meetings of the Board.
- 12.3. All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was a defect in the election of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 12.4. The first Directors shall be the subscribers to the Memorandum of Association. Future Directors shall be appointed as provided subsequently in these Articles.
- 12.5. The Directors may act notwithstanding any vacancy in their number provided always that if the numbers of Directors shall at any time be less than the minimum number set out in these Articles, it shall be lawful for the continuing Directors to act for the purpose of filling vacancies or of calling a General Meeting but not for any other purpose.
- 12.6. The Company must maintain an up-to-date Register of Directors in addition to other statutory registers.

### **13. Chair, Vice Chair and Finance Director**

- 13.1. The Chair and Finance Director shall be appointed by the Directors in the appropriate year. The Directors may appoint the Finance Director from their number where appropriate.
- 13.2. Subject to Article 13.7 the Chair and Finance Director shall serve for a Four Year Term from 1 January in the year in question until 31 December in the fourth year after their appointment, but shall be eligible for re-election for one further Four Year Term.

- 13.3. The Directors may appoint from their number a Vice-Chair at the first meeting after the Annual General Meeting.
- 13.4. Individuals appointed as Chair and Finance Director shall not be permitted to hold the same role for more than two consecutive four year terms plus an additional 2 year term preceding these if such 2 year term immediately follows the incorporation of the Company.
- 13.5. Under normal circumstances when the Chair and/or the Finance Director ceases to hold their position upon, either by resignation or on the expiry of their Term of Office, at least one year shall elapse before they are eligible to stand for the position of Chair or Finance Director.
- 13.6. Transitional arrangements as given in the Regulations shall apply to the terms of office for the Finance Director who is elected at the first Annual General Meeting.
- 13.7. The Chair and/or the Finance Director can be removed from office by an ordinary resolution at a General Meeting under the section 168 and 169 of the Companies Act.

#### **14. Appointment and Retirement of Directors**

- 14.1. The Board may from time to time make, vary or revoke Regulations for any process relating to the nomination and election and retirement of the Elected Directors.
- 14.2. Any person that is willing to act as director, and is permitted to do so by law, may be appointed to be a director by ordinary resolution at a General Meeting, or by a decision of the Directors.
- 14.3. No one shall be appointed as a Director:
- 14.3.1. If he or she is under the age of 18 years.
- 14.3.2. Unless they have signed a written declaration confirming:
- 14.3.2.1. Their willingness to act as a Director and to act only in the best interests of the Company.
- 14.3.2.2. Any conflicts of interest or loyalty. (See Article 25)
- 14.3.2.3. Their eligibility to act as a Director.
- 14.3.2.4. That he or she will at all times comply with any rules, regulations, by-laws, policies and/or codes of conduct implemented from time to time by the Company.
- 14.3.3. Unless they have provided the Company such information as is reasonably required by the Directors such as his or her former names (if any), previous associations and any spent or unspent criminal convictions.
- 14.3.4. If they are an undischarged bankrupt, or have made a composition with their creditors generally in satisfaction of their debts.
- 14.4. At each Annual General Meeting the election of the Elected Directors shall be conducted in accordance with these Articles and associated Regulations.
- 14.5. Subject to Article 14.8 each Elected Director shall serve for a Three Year Term from the end of the Annual General Meeting at which he or she is elected to the close of the Annual General Meeting in the third year after his or her election, but shall be eligible for re-

election for two further Three Year Terms, unless there is no alternative option and a third Three Year Term is permissible in order to ensure that there are at least the minimum number of required Directors appointed. Each year one third of the Elected Directors, or as near thereto as possible, will retire.

- 14.6. Under normal circumstances when an Elected Director ceases to be an Elected Director either by resignation or on the expiry of their maximum Term of Office, **at least one year shall elapse before he or she is eligible to stand again as an Elected Director or for the position of Chair or Finance Director.**
- 14.7. Transitional arrangements as given in the Regulations shall apply to the terms of office for Elected Directors who are elected at the first Annual General Meeting.
- 14.8. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Board.
- 14.9. **An employee (full time or part time) may serve as an Elected Director of the Company however they are not entitled to take part in any discussions or vote on any matter concerning their terms and conditions of employment.**

## **15. Termination of Directors' appointment**

- 15.1. A Director's term of office automatically terminates if he or she:
- 15.1.1. Is disqualified by law from acting as a company director.
  - 15.1.2. Is incapable, whether mentally or physically, of managing his/her own affairs.
  - 15.1.3. Resigns by written notice to the Directors (but only if at least three Directors will remain in office).
  - 15.1.4. Fails to attend three consecutive meetings of the Board without having received leave of absence or giving any explanation accepted as valid by the Board and the Directors resolve that he or she be removed for this reason.
  - 15.1.5. Is removed by an ordinary resolution at a General Meeting under the section 168 and 169 of the Companies Act.
  - 15.1.6. Becomes bankrupt, or makes a composition with their creditors generally in satisfaction of their debts.

## **16. Appointment of other office holders (President, Vice President, Members of the Swim England Members' Forum, Vice President and President of Swim England)**

- 16.1. Notwithstanding the generality of Article 17.3, the Directors shall make such rules and regulations as they determine are necessary in relation to (without limitation):
- 16.1.1. **The process and any conditions or requirements relating to the election of the President or Vice President.**
  - 16.1.2. The process to be followed in the event that the Vice President is unable or unwilling to take up the role of President.

- 16.1.3. The circumstances in which a Vice President shall be prohibited from taking up the role of President.
- 16.1.4. The roles and responsibilities of the President and Vice President.
- 16.1.5. The process and any conditions or requirements relating to the election of the regional Members of the Swim England Members Forum, and the Vice President of Swim England.
- 16.2. Subject to the power of variation included in Article 16.1, each Annual General Meeting shall elect as required the following each of whom shall be a member of an organisation affiliated to the Company:
- 16.2.1. A President of the Company (who in the normal course of events shall be the retiring Vice President).
- 16.2.2. A Vice President of the Company who shall be installed as the President in the year following their election as Vice President.
- 16.2.3. Regional Members of the Swim England Members' Forum.
- 16.2.4. The Vice President of Swim England.
- 16.3. Any President, Vice President of the Company can be removed from office by an ordinary resolution at a General Meeting.

#### **PART 4: DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **17. Directors' general authority**

- 17.1. Subject to the Articles, and any Company Regulations made pursuant to them, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the following powers.
- 17.2. No resolution passed by the Company in general meetings shall invalidate any prior act of the Directors which would have been valid if such resolution had not been passed.
- 17.3. The Board may from time to time make, vary or revoke Company Regulations, Rules, standing orders and/or by-laws consistent with the Articles and the Companies Act to govern (without limitation):
- 17.3.1. Any process relating to the nomination and election of Directors.
- 17.3.2. Any disciplinary procedures relating to the Directors.
- 17.3.3. Any process relating to the removal of Directors.
- 17.3.4. Proceeding of the Directors and proceedings of committees.
- 17.3.5. The administration of the Company.
- 17.3.6. Proceedings at General Meetings.
- 17.3.7. Any procedure for the resolution of disputes or differences within the Company.
- 17.3.8. The different categories of membership of the Company, conditions of membership and the rights, privileges and obligations of the different categories of member.

- 17.3.9. Processes to ensure compliance with the Articles, Company Regulations, General Regulations, Judicial Regulations and Technical Rules of Swim England.
- 17.3.10. Procedures for the promotion and organisation of championships.
- 17.3.11. Other such other Rules, Regulations and policies as the Board thinks fit.
- 17.4. No Rules or Regulations made by the Company shall invalidate any prior act of the Board which would have been valid if such Rule or Regulation had not been made.
- 17.5. All Rules and Regulations, for so long as they are in force, shall be binding on all clubs and their members.
- 17.6. The Board shall adopt whatever means they consider sufficient to bring any Rules, Regulations, alternations and repeals to the notice of the Members.
- 17.7. The Board may establish a code or codes of conduct setting out standards of conduct required of Directors, Members, affiliated organisations, employees, volunteers and others involved in the Company.
- 17.8. The Board may exercise in their capacity as Directors any powers of the Company which are not reserved to the members.

## **18. Directors may delegate**

- 18.1. Subject to the Articles, the Board may delegate any of the powers which are conferred on it under the Articles:
- 18.1.1. To such person or committee,
- 18.1.2. By such means (including by power of attorney),
- 18.1.3. To such an extent,
- 18.1.4. In relations to such matters or territories, and
- 18.1.5. On such terms and conditions, as it thinks fit.
- 18.2. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person, committee or working party to whom they are delegated.
- 18.3. The Board may revoke any delegation in whole or part, or alter its terms and condition at any time.

## **19. Sub-committees, discipline groups and working parties**

- 19.1. The Company shall have such sub-committees, discipline groups and working parties as the Board thinks fit from time to time.
- 19.2. The Board may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit.
- 19.3. No committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Board or in accordance with a budget which has been approved by the Board.



## **PART 5: DECISION-MAKING BY DIRECTORS**

### **20. Calling a meeting of the Board**

- 20.1. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit provided that at least six such meetings shall be held in each year unless prevented by exceptional circumstances.
- 20.2. A meetings of the Board may be convened by the Chair or upon written requisition of any two other Elected Directors.
- 20.3. The Directors may from time to time make, vary or revoke such Regulations for the proceedings of the Board without limitation.
- 20.4. The accidental failure to give notice to a Board Member or the non-receipt of a duly despatched notice will not invalidate the proceedings of a Board meeting.

### **21. Quorum for meetings of the Board**

- 21.1. At a meeting of the Board no decisions can be taken other than to call another meeting unless a quorum is present.
- 21.2. The quorum at any meeting of the Board shall be the greater of either one more than half of the number of appointed Directors or five Directors.
- 21.3. If the Chair or any Director has declared an interest and recused themselves from participating in the discussion on any matters and/or from voting on any resolution, they may not participate in the discussion or vote and will not be counted towards the quorum on that item.

### **22. Participation in Board Meetings**

- 22.1. Subject to these Articles, a meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 22.2. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.

### **23. Chairing of Board Meetings**

- 23.1. The Chair shall preside as chair at all meetings of the Board at which he or she shall be present.
- 23.2. If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or he or she is unable or unwilling to preside:

- 23.2.1. The Vice-Chair (if one has been appointed) shall chair the meeting, or
- 23.2.2. Some other Director chosen by the Directors present shall chair the meeting.
- 23.3. The Chair shall:
  - 23.3.1. Have unlimited authority upon every question of order.
  - 23.3.2. Be, for the purpose of the Board meeting, the sole interpreter of the rule governing the meeting.

## **24. Decisions at Board Meetings**

- 24.1. The Board will use its best endeavors to decide all questions by consensus. Unless specified in these Articles, all motions including amendments to motions shall be decided by a simple majority of those voting, each Director having one vote on each question to be decided.
- 24.2. The Chair shall have the right to vote on any motion.
- 24.3. If the numbers of votes for and against a motion are equal, the chair of the meeting shall have a second or casting vote.
- 24.4. A decision of the Directors may be taken without a meeting or discussion if all the Directors indicate to each other, by any means, that they share a common view on a matter. Such decisions will be subject to formal report to the next meeting of the Board.
- 24.5. A Director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Company; they must withdraw from the meeting while an item of that nature is being dealt with.

## **25. Conflicts of interest**

- 25.1. Directors must avoid situations in which they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
- 25.2. Where a Director is in any way, directly or indirectly, interested in a transaction or arrangement that the Company is proposing to enter into, he or she must declare the nature and extent of the interest to the other Directors in writing in the Conflicts of Interest Register.
- 25.3. Where a Director is interested in a transaction or arrangement with the Company, he or she must declare the nature and extent of the interest at a Directors' meeting where the matter is being discussed or voted on; they must withdraw from the meeting while the matter is dealt with.
- 25.4. Provided they have declared their interest and have not voted on the question of whether or not the Company should enter into the relevant arrangement, a Director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or is deemed to have a personal interest) and may retain any personal benefit which they gain from their participation in that arrangement.

25.5. The Directors shall be entitled to authorise (by way of resolution to that effect) any conflict situation that may arise and to amend or vary any such authorisation; the Directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

25.6. Where a Director provides services to the Company or might benefit from any remuneration paid to a connected part for such services, the maximum amount of remuneration must be specified in a written agreement and must be reasonable, and the Directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount).

## **26. Validity of decisions and acts**

26.1. A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

## **27. Records of decisions to be kept**

27.1. The Board must ensure that the Company keeps a record, in writing, for at least **10 years** from the date of the decision recorded, of the minutes of all Board and committee meetings.

## **28. General meetings (meetings of Members)**

28.1. All general meetings, other than annual general meetings, shall be called General Meetings.

28.2. A General Meeting may be called by the Directors at any time.

28.3. A General Meeting must be called within thirty days of a written request from at least 20 of the Voting Members.

28.4. Except where otherwise provided by the Articles or the Act, every issue at a General Meeting is decided by ordinary resolution.

28.5. A General Meeting may be held, and any votes cast, at one physical location, or by electronic means, or partly by one such means and partly by another ('hybrid general meeting').

28.5.1. The proceedings shall be valid if the Chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that all Members are able to:

28.5.1.1. Participate in the business of the meeting.

28.5.1.2. Hear all persons who speak at the meeting.

28.5.1.3. Be heard by all other persons attending and participating in the meeting.

28.6. Only in the event of exceptional circumstances shall a General Meeting be postponed once the date, time and venue has been fixed and advised to Members.

28.6.1. When a General Meeting is so postponed, notice of the date, time and place, including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Board may, in its absolute discretion, determine.

28.6.2. At this meeting, the same agenda as originally issued shall be used.

## **29. Notice of General Meetings**

29.1. Not less than twenty one days' clear notice shall be given in writing or by electronic means to every Member of the Company and to such other persons who are entitled to receive notice of every General Meeting.

29.2. Notice of all meetings shall specify the date, time and place of the meeting and the type of General Meeting.

29.3. The notice of a General Meeting may be given:

29.3.1. In a document in hard copy form.

29.3.2. In electronic form.

29.3.3. By means of a website.

29.3.4. Or partly by one such means and partly by another.

29.4. The notice of every General Meeting shall include an agenda which will:

29.4.1. State the general nature of the business to be discussed with any decisions to be made set out clearly enough to enable Members to know what is being considered.

29.4.2. Give the exact wording or a general explanation of the nature of any ordinary resolution.

29.4.3. Give the exact wording of any special resolution and a statement that any such resolution is special

29.4.4. State that every Member has the right to appoint a **proxy** to attend, speak and vote instead of the Member.

29.4.5. Specify the deadline for returning proxy forms, which must be no later than 48 hours before the meeting.

29.4.6. Include the ballot forms for any elections to be held and any appropriate CV's (curriculum vitae).

29.5. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, a Member shall not invalidate the proceedings at the meeting.

29.6. A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a General Meeting.

## **30. Annual General Meeting**

30.1. The Company must hold an Annual General Meeting (AGM) in every calendar year.

30.1.1. The Directors shall set the time, date and venue of the AGM.

- 30.1.2. Under normal circumstances every AGM shall be held not more than fifteen months after the holding of the preceding AGM.
- 30.2. The business of the AGM shall be to:
- 30.2.1. Receive the Company's audited accounts.
  - 30.2.2. Receive from the Board a report on the activities of the Company since the previous AGM.
  - 30.2.3. Elect and/or re-elect as required Elected Directors or to announce the results of the elections if these have already been conducted prior to the AGM.
  - 30.2.4. Appoint or re-appoint the Company's auditors.
  - 30.2.5. Elect the President and President-Elect each of whom shall be a member of an organisation affiliated to the Region for the following year.
  - 30.2.6. Appoint and/or elect as and when required the Regional Members of the Swim England Members Forum. The President and the Chairman shall automatically be appointed as Members of the Swim England Members' Forum.
  - 30.2.7. Elect as and when required the Vice President of Swim England.
  - 30.2.8. Endorse such appointments as are recommended from time to time by the Regional Management Board.
  - 30.2.9. Transact such other business as may have been specified in the notices calling the meeting.

### **31. Quorum for a General Meeting**

- 31.1. No business shall be transacted at a General Meeting unless a quorum is present.
- 31.2. The quorum for a General Meeting shall be fifteen Members present in person or by proxy to include not less than one officer.
- 31.3. If such quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned. (See Article 33.)

### **32. Chairing General Meetings**

- 32.1. The Chair shall preside at all General Meetings of the Company but if he or she is not present ten minutes after the scheduled start time of the meeting, or if no-one holds the position of Chair or Vice-Chair, the Members present in person or by proxy shall choose one of their number to be chair, whose function shall be to conduct the business of the meeting in an orderly manner.
- 32.2. The decision of the Chair of the meeting upon all points of order and matters of procedure shall be final.

### **33. Adjournment**

- 33.1. The Chair of a General Meeting may (and shall if so directed by the meeting) if appropriate adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 33.2. The Members present at the meeting will be notified there and then of the adjourned date if practicable. If not and the meeting is adjourned for more than fourteen days all Members shall receive seven days clear notice of the adjourned meeting.
- 33.3. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present in person or by proxy shall constitute a quorum for that meeting only.

#### **(b) VOTING AT GENERAL MEETINGS**

### **34. Voting**

- 34.1. Decisions at General Meetings involving an alteration to the Articles of the Company, or to wind up the Company, and other decisions so required from time to time by the Act shall require a Special Resolution i.e. a motion that is passed by a majority of not less than 75% of votes cast.
- 34.2. All other decisions shall be made by Ordinary Resolution requiring a simple majority of the votes cast.
- 34.3. A motion put to the vote at a General Meeting must be decided on a show of hands or an electronic voting procedure, unless a written ballot (or 'poll') is demanded in accordance with these Articles.
- 34.4. On a vote on a motion which is carried out by a show of hands, the following persons have one vote each:
- 34.4.1. Each Voting Member present in person or by electronic means.
- 34.4.2. Each proxy present who has been duly appointed by one or more persons entitled to vote on the motion.
- 34.4.3. For the avoidance of doubt if a person attending the meeting falls within both of the above categories, he or she is only entitled to cast one vote.
- 34.5. In the case of equality of votes, whether on a show of hands or on a poll, the chair of the meeting must have the casting vote.
- 34.6. Voting on elections shall be by secret ballot and any ballot paper containing more votes than the maximum number required shall be void.

### **35. Error and disputes**

- 35.1. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected is tendered, and every vote not disallowed at the meeting is valid.
- 35.2. Any such objection must be referred to the chair of the meeting whose decision is final.

### **36. Poll votes**

- 36.1. A poll (or written ballot) on a motion may be demanded:
  - 36.1.1. In advance of the General Meeting where it is to be put to the vote.
  - 36.1.2. At a General Meeting, either before a show of hands on that motion or immediately after the result of a show of hands on that motion is declared.
- 36.2. A poll may be demanded by:
  - 36.2.1. The Chair of the meeting.
  - 36.2.2. The Directors.
  - 36.2.3. Two or more Voting Members present in person or proxy.
- 36.3. A demand for a poll may be withdrawn if:
  - 36.3.1. The poll has not yet been taken, and
  - 36.3.2. The chair of the meeting consents to the withdrawal.
- 36.4. Polls must be taken immediately and in such manner as the chair of the meeting directs including at a hybrid general meeting; the chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll.
- 36.5. The result of the poll shall be deemed to be the decision of the meeting at which the polls was demanded
- 36.6. A proxy is entitled to cast all the votes he or she holds.

### **37. Proxy voting**

- 37.1. Any Voting Member who cannot attend a General Meeting in person may appoint any other person (including the chair of the meeting) to act as proxy for him or her by sending the Company a notice in writing (a 'proxy notice') to the address in the notice calling the General Meeting which:
  - 37.1.1. States the name and address of the Member appointing the proxy.
  - 37.1.2. Identifies the person appointed to be that Member's proxy.
  - 37.1.3. Identifies the General Meeting in relation to which that person is appointed.
  - 37.1.4. Is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Directors may determine.
  - 37.1.5. Is delivered to the Company no later than 48 hours before the time for holding the meeting or, as the case may be, the adjourned meeting.

- 37.2. The proxy notice may specify how the proxy is to vote (or that the proxy is to abstain from voting) on any particular motion, or authorise the proxy to vote in accordance with his or her own judgement.
- 37.3. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.
- 37.4. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.5. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 37.6. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **PART 7: ADMINISTRATIVE ARRANGEMENTS**

### **38. Appointment of Secretary**

- 38.1. The Directors may appoint (and remove) any person (who may be a Director) to act as Secretary of the Company upon such terms and conditions as they think fit.

### **39. Records and accounts**

- 39.1. The Directors must comply with the requirements of the Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:
- 39.1.1. Confirmation statements.
  - 39.1.2. Annual statements of account.
- 39.2. The Directors must keep records in writing, for at least **10 years** from the date of the meeting to which they relate of:
- 39.2.1. All proceedings at meetings of the Directors.
  - 39.2.2. All appointments of officers made by the Directors.
  - 39.2.3. All resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting).
  - 39.2.4. All reports of committees, including the names of the Directors present at the meeting; the decisions made at the meetings, and where appropriate, the reason for the decisions.



- 39.2.5. All professional advice obtained.
- 39.2.6. Proceedings at General Meetings of the Company.
- 39.3. The Company must send a copy of its annual accounts and reports (no later than the date these are submitted to Companies House) to:
  - 39.3.1. Every member of the Company
  - 39.3.2. Every Director and other person who is entitled to receive notice of general meetings.
- 39.4. Copies need not be sent to a person for whom the Company does not have a current address, or to anyone who is not entitled to receive notices of general meetings of the Company.
- 39.5. Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours.

#### **40. Means of communication to be used**

- 40.1. Notices and other documents to be served on Members or Directors under the Articles or the Companies Act may be served:
  - 40.1.1. By hand.
  - 40.1.2. By post, or
  - 40.1.3. By such electronic means as the Board shall reasonably decide.
- 40.2. The address for receipt of notices by post shall be:
  - 40.2.1. For a Voting Member the address in the UK shown in the Register of Members.
  - 40.2.2. For any other person at his or her last known address.
- 40.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
  - 40.3.1. Twenty four hours after being sent by electronic means or delivered by hand to the relevant address.
  - 40.3.2. Two clear days after being sent by first class post to that address.
  - 40.3.3. Three clear days after being sent by second class post to that address.
  - 40.3.4. Immediately on being handed to the recipient personally, or if earlier,
  - 40.3.5. As soon as the recipient acknowledges actual receipt.
- 40.4. A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

#### **41. Directors' indemnity and insurance**

- 41.1. The Company may indemnify any Director, auditor, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.
- 41.2. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

41.3. In this Article:

41.3.1. A 'relevant Director' means any Director or former Director of the Company or an associated company.

41.3.2. Any 'relevant loss' means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, or any associated company or any pension fund or employees' share scheme of the Company or associated company, and

41.3.3. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

42. Dissolution

42.1. If the Company is dissolved, any assets remaining after the satisfaction of its debts and liabilities shall not be paid or distributed amongst the members but instead shall be given or transferred to any successor body, organisation or association or in default of such a body to the Amateur Swimming Association (Swim England) Ltd or its successor body.

42.2. If that should not be possible, then such residual assets shall be transferred as a donation for charitable purposes, as may be decided by the members at or before the time of dissolution.

## **Bryony Gibbs**

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**Subject:** FW: Swim England Director: Call for nominations

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**From:** Roger Penfold  
**Sent:** 10 October 2022 19:59  
**To:** Bryony Gibbs <[bryony.gibbs@southeastswimming.org](mailto:bryony.gibbs@southeastswimming.org)>  
**Subject:** Swim England Director: Call for nominations

Bryony

Please circulate this to the Board, and include it on the agenda for the next meeting of the Board.

Thanks.

Roger (FP)

Sent from my iPad

Begin forwarded message:

**From:** Brian Havill <[brian.havill@swimming.org](mailto:brian.havill@swimming.org)>  
**Date:** 9 October 2022 at 12:23:21 BST  
**To:**  
**Cc:**  
**Subject:** Call for nominations

### **The Board of Directors of ASA (Swim England) Limited**

Dear All

The term of office of Neil Booth, one of the four member nominated directors on the Swim England Board, ends on 31 December 2022. Neil has indicated that he is willing to stand again.

Please accept this email as a call for nominations.

It should be noted that as no region may make more than one nomination of a board member, only five regions are able to nominate at this time:

East Midlands  
London  
North West  
South East  
South West

Nominations should be made by email to me, cc Lois Jarvis (Company Secretary), **by 4.00pm Thursday 3 November 2022.**

Should more than one nomination be received, an election will be carried out by CIVICA ELECTION SERVICES (CES). All members of the members' forum will be eligible to vote and will be contacted (via email) directly by CES. If an election is required, it will be carried out in November.

Kind regards

Brian

**Brian W Havill**  
Chief Financial Officer

M 07870 269695

E [brian.havill@swimming.org](mailto:brian.havill@swimming.org)



Pavilion 3, SportPark, 3 Oakwood Drive,  
Loughborough University, Leics LE11 3QF



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

14 September 2022, 10am

Podium, SportPark

## Present:

Richard Hookway – RH (Chair)	Aysha Kidwai – AK
Barry Saunders - BSa	Raj Kumar – RK
Brian Havill - BH	Jane Nickerson – JMN
Joan Wheeler – JW	Bernard Simkins – BSi
Sarah Gregory – SG	Ali Breadon - AB
Neil Booth - NB	

## Officers in attendance:

Lois Jarvis (LJ) – Director of Legal  
George Wood (GW) – Sport Development Director (Item 3 only)  
Nigel Kippax (NK) – External Strategy Consultant (Item 3 only)  
Emma Griffin (EG) – Marketing, Communications & Operations Director (Items 4 & 5 only)  
Kerry Watkiss (KW) – Head of Insight (Items 4 & 5 only)  
Kate Rudkin (KR) – Head of Marketing & Communications (Items 4 & 5 only)  
Marie Cooper (MC) – People Development Director (Item 5 only)  
Rob Henderson (RMH) – Senior Administration Officer

### 1. **Welcome and apologies**

- 1.1 RH welcomed all to the meeting.
- 1.2 A minute's silence was held to commemorate the passing of HM Elizabeth II, the Patron of the organisation from 1953 to 2016.
- 1.3 Apologies were received from Caroline Green. SG advised that due to ongoing high-profile events, her attendance would be intermittent during the meeting.

### 2. **Declarations of interest**

- 2.1 BSa and BSi continue to be Regional Directors and may have conflict with regards to any business related to the Regions.
- 2.2 No further declarations.

### 3. **Swim England Strategy Review**

- 3.1 GW and NK joined the meeting. The Item was introduced as a follow-on from the previous meeting. They attended to recommend the strategy for approval but welcomes a two-way discussion. NK gave an overview, GW gave a presentation.
- 3.2 **Action: RMH to send out GW presentation.**
- 3.3 GW recapped the process undertaken since last meeting – the focus is now on Capability, People and Water. Each is co-reliant on the others.
- 3.4 These three key areas will work on: teaching people to swim; diversifying participation / workforce, safeguarding; minimise pool loss, financial and environmental sustainability, protect deprived areas. Our approach will be bold & creative; ambitious and engaging for all stakeholders and partners.
- 3.5 The floor was opened for questions. RH clarified that the Board has an independent role to play in reviewing this Strategy. This is the overarching Strategy document for the charity, beneath this a number of enabling documents will need to be created.
- 3.6 AK stated that the document is a great starting point for Swim England. Some thought will need to be given on an operational plan, converting these strategic items to action. Noted there will be a three-year road map and one year implementation plans.
- 3.7 AB and RK would welcome further cost analysis on the document.
- 3.8 RK suggested that the vision should be more proactive; that Aquatics should be the causation of a healthy nation, not just the outcome.
- 3.9 SG fed back that Swim England have always aimed to be gradually progressive but there is an opportunity to be bold and groundbreaking. We could be a catalyst for continuous improvement.
- 3.10 BSi had concerns about pool supply and the cost of Aquatics. This is what will drive down participation across all areas, but will hit the communities surveyed in [England] Swims harder. BSi agreed, feeding back that costs at club level continue to rise. More people learning to swim does not automatically increase diversity at club level. This will be more obvious in some areas than others.
- 3.11 JW felt that previously Aquatics was quite reasonably priced. Perhaps the expenses have been added to through improvements to the structures. In terms of diversity, we should review where this best sits at Swim England to give it the attention it needs.
- 3.12 There was some detailed discussion about the implementation of the Strategy, which RH requested is fed in at a later stage, once the Strategy has been formally approved by the Board.
- 3.13 Learn to Swim statistics were identified as an important area to monitor accurately.
- 3.14 RH requested a more positive narrative to the document, accentuating the positive effects of Aquatics. We will not succeed without putting clubs at the heart of the intervention creation, this then pulls through to local authorities and other partners.

- 3.15 JMN outlined the discussion, agreeing with the need for robust monitoring and evidence, as well as identifying that the Board appears comfortable with the direction of the Strategy.
- 3.16 RH summarised the discussion and gave a note of thanks to GW, NK, the Senior Leadership Team, and the wider team at Swim England for their efforts in pulling this document together. It was requested that GW makes some changes based on the feedback, particularly around the use of more positive language. Further version to be submitted to the December Board meeting for final approval. It is important to begin to develop operational plans, with supporting resources identified, in order to implement the strategy.
- 3.17 **Action: GW to return to December Board for final approval of Strategy document.**

#### 4. **England Swims**

- 4.1 **Action: RMH to circulate England Swims presentation alongside Minutes.**
- 4.2 JMN introduced EG, KW, KR to the meeting. The Board also introduced themselves. The first topic is the England Swims campaign; a bold diversity campaign.
- 4.3 The heart of the survey was to collate critical data for the next ten-year strategy. To do that the team needed to deliver a compelling campaign to engage people not currently in our core audiences, particularly those that have had nothing to do with Swim England before.
- 4.4 A total of 4,487 responses were gathered which was well above target; this included many of the communities which allowed us a further level of explorative insight.
- 4.5 The Marketing team used simple messaging and strong creative as a bare minimum, converting awareness to engagement. Appropriate stakeholders and new partners were leveraged to share our content to reach groups we hadn't engaged previously.
- 4.6 Critical friends were sought to ensure the success of the campaign, helping to sense-check the survey, language and campaign tactics. A digital survey could impact some areas, Sporting Equals helped us to provide paper copies where appropriate.
- 4.7 Sporting Equals have a team of amplifiers across the country, so can go into different faith & community groups to activate interest in the survey. They could also provide some in-person translation if required. Responses through their channels were tracked to target their efforts appropriately.
- 4.8 Social media channels utilised organic, paid and micro-influencer channels. This allowed us to access target areas whilst retaining authenticity. Midway through the campaign the target areas were modified based on response rates. This has given insight on communication strengths and weaknesses. The customer journey was inclusive and focused on building an ongoing relationship with the respondents.
- 4.9 A number of key findings were presented. Swimming mobility, defined as 25m unaided, showed a disparity when analysed by ethnicity, this is further accentuated by gender differences.

- 4.10 Those with limiting health conditions, who do not go swimming, feel they are more capable of swimming than being active generally.
- 4.11 Of those responding from an ethnically diverse community; it was perceived that swimming was a good skill to learn and enjoyable, but not particularly accessible.
- 4.12 Sporting Equals fed back on the cultural barriers faced on attempting to engage the Black community in the survey as the community leaders felt it wasn't appropriate to the audience.
- 4.13 The key drivers to success in running the campaign were a new way of working with leisure operators, community work with Sporting Equals and social advertising.
- 4.14 The biggest challenges of running the campaign were engaging the Black and East Asian communities and our partners' balance between gifting resource and us paying for their work.
- 4.15 There was an opportunity for the Board to ask questions. The Board were unequivocal in their praise for the campaign, congratulations were given to all who worked on the project.
- 4.16 It was clarified that whilst the Black Swimming Association was asked to partner with the campaign, they declined but the door remains open for future collaborations.
- 4.17 This piece of work will be available to the wider sector, including Health Commission and Pool Operators.
- 4.18 AK suggested that some interactive content is created from lived experiences as this would add to the authenticity of the campaign.

## 5. **Diversity and Inclusion Action Plan**

5.1 MC gave an overview of the Item.

### 5.2 ***Sport England DIAP (Diversity and Inclusion Action Plan)***

There is a requirement for all NGBs to have an annually updated, publically published DIAP. Swim England will need to be ambitious and show meaningful progress within two years. The template for this has not yet been provided by Sport England. Swim England is currently continuing with the format presented to the board and will adapt this when the Sport England requirements are known.

### 5.3 ***Current Demographics***

When looking at disability, race & ethnicity and LGBTQ+, these three characteristics are under-represented in Aquatics – in our Membership, Workforce and National Talent Pathways (non-para).

5.4 It was noted that this data is compared to the 2011 Census as this is the most recently available dataset. This will be updated when 2021 Census data is released in the coming weeks.

5.5 MC stated that there is no data currently available on the relevance of socio-economic backgrounds or intersectionality, this would be welcomed in the future.



5.6 **Decision: Board recommended to include para athletes within the National Talent Pathway dataset for future reporting. Unanimous decision.**

**Our Approach (inclusion by design)**

5.7 The Social Model on disability is different from the Medical model. The emphasis is on the service provider to overcome the barriers and obstacles to provide a good experience for those with disabilities. MC also referred to the Inclusion Triangle – the Organisation, the Sport / Physical Activity and the Project.

5.8 Research shows that if these things happen in coordination, an increased contribution to Inclusion is made.

**DIAP areas of focus**

5.9 An Inclusion working group has been established to share best practice internally.

5.10 A “Foundations of Inclusivity” CPD has been launched both online and in-person. It gives a foundation of how to be inclusive in sport. It will be embedded in all future qualifications.

5.11 An Inclusion Hub will be available for employees, clubs and other interested parties via the website.

5.12 An “Aquatics Champions Training” will be established to empower employers to provide a welcoming and inclusive experience for new Aquatics staff.

5.13 Swim England have helped to set up Pride in Water, a shared partnership with British Swimming focused on attracting a greater number of participants to swimming as part of a safe network.

5.14 Diversity Confident is a private programme being launched next year to attract and retain more diverse candidates to vacant roles at Swim England. It was clarified that the diversity factor is not preventing recruitment to vacant roles at Swim England.

5.15 We now accept coach sign-off via the Certificate of Exception, increasing the accessibility of our processes. The Ripple Effect is a legacy project from the Spirit of 2012, to try to understand through the disability lens, the experience of volunteers with disabilities.

5.16 MC requested information on the training needs of the Board in reference to the DIAP.

5.17 **Action: Board to e-mail MC with thoughts on their DIAP training needs.**

5.18 RH gave thanks to MC for their work.

**6. Minutes of the board meeting of ASA (Swim England) Ltd – 13 July 2022**

6.1 Approved as a true and accurate record.

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

7.1 JMN gave an update on actions completed since the previous meeting.

7.2 #4 – the Transgender guidance has undergone consultation with an update to be provided today.

- 7.3 #39 & #45 – Protocol for Board attendance at events has been created and shared.
- 7.4 #48 – CG has been appointed to the British Swimming Board.
- 7.5 #55 – the audit tender activity will be considered in 2023.
- 7.6 #57 – two individuals have been appointed to ARP pending Board approval.
- 7.7 #58 & 59 – both the Members’ Forum and British Swimming have been advised of CG’s appointment to the British Swimming Board.
- 7.8 #60 – the split vote procedure has been drafted.
- 7.9 #61 – this has been amended to a review of the current DIAP Action Plan, [England] Swims campaign and an agreement to identify training needs.

8. **Confirmation of decisions made by e-mail**  
None.

9. **Chair’s report**  
The Chair had nothing of substance to report since the July meeting and invited the CEO to report.

10. **CEO’s report**

- 10.1 The paper was taken as read.
- 10.2 The Government have advised that the ongoing energy bill support after March 2023 will only be for businesses declared as vulnerable; we are campaigning to have the leisure industry declared as vulnerable to enable access to ongoing support. The data server heat project results are due in early 2023.
- 10.3 It was clarified that gas is the biggest heating source for swimming pools. Now there is an improved bank of data from pool operators this offers a chance to push forwards to government and media.
- 10.4 The Speedo contracts are signed and kit is gradually arriving. Payment for this year should arrive soon.
- 10.5 Our phase two Sport England bid documentation has gone through panel and will go to Board on 27 September, including a potential uplift for talent. There will be conditions attached. In addition to this, Artistic Swimming and Water Polo have benefitted in recent years from new pots of funding developed by UK Sport.
- 10.6 Karen Webb Moss has been appointed the new Chair of British Swimming. With a background in organisational and brand reputational transformation, crisis management, marketing and communications, she has been involved in London 2012 and the CG2022. The Board offered their congratulations to the new British Swimming Chair. British Swimming will now begin the search for a new CEO, Swim England will continue to bring Water Polo and Artistic Swimming to their attention.

## 11. CFO's report

- 11.1 Report taken as read.
- 11.2 The figures are in line with the budget, this is especially pleasing considering January and February which were still affected by the pandemic.
- 11.3 The full impact of energy crisis is likely to be seen in 2023. Positive variances remain static with no increase which is good and indicates we are returning to normal. The biggest short-term problem is clubs having financial issues or losing their training venue.
- 11.4 The 2023 budget will be a balancing act. It is unlikely that our income will increase in any area; we are keeping member focused activity and service increases below the rate of inflation. It will be important to identify new areas for investment and growth, especially important considering the new ten-year Strategy. We do not necessarily need to maintain the levels of profit from recent years.
- 11.5 RH clarified making more profit enables us to do more, which is different from making profit for the sake of it and would be seen as a favourable thing to do.
- 11.6 Our reserves afford us the ability to plan correctly and create a good foundation for future prioritisation.
- 11.7 **Action: BWH to bring the 2023 budget to the next Board meeting.**

## 12. Safeguarding update

- 12.1 NB gave an update following the reception of the Annual Safeguarding Report by the Board in July.
- 12.2 Much of the report is similar to previous years, reporting numbers of safeguarding cases and the severity. It would be of benefit to update future reports based on the Safeguarding Team's requirements.
- 12.3 The structure that we had has often been commended by external bodies. With reflection, it is clear that the focus had been on managing incidents which were reportable to statutory bodies and we were less adept at managing welfare issues especially at grassroots level.
- 12.4 The Board accepts the challenges of improving our Safeguarding and welfare function.
- 12.5 NB thanked LJ for the extra support given whilst NB was working with the Commonwealth Games.
- 12.6 The Case Management system is a "case recording" system – no action is provoked – this needs addressing by the provision of a formal system.
- 12.7 We have recruited a new Head of Safeguarding and Welfare. The structure will fall under LJs' Directorate and will be responsible for safeguarding and welfare, including adults at risk.
- 12.8 We now have a well-structured team ready to manage cases, share best practice and offer support to club volunteers. We also have the support of Sport Resolutions.

- 12.9 There are a number of ongoing cases that continue to be managed by the team. Sport England continue to show an interest, in order to support our future work.
- 12.10 The Board's Safeguarding Champion will have more in-depth oversight in the future. The Judicial Review is being supported externally, we anticipate the outcomes of that to inform the future Safeguarding and Welfare work. We would like to get additional capability within the Regions to resolve non-major issues.
- 12.11 We need to be clear on the triggers for CEO and/or Board involvement moving forwards. Important cases should be briefed on a need-to-know basis.
- 12.12 The Board has reviewed and carefully considered and discussed the previous Independent Safeguarding Officer's report. We have consulted and asked our Board rep to do an in-depth review and have sought external legal counsel. We are cognisant of the Whyte Report and other external reports. We are absolutely committed to the safeguarding and welfare of all participants in our sport and aspire to be a leading sport in this area. Nevertheless, we recognise there is always room to improve and we wish to be a learning organisation. It was acknowledged that there are issues with culture and process enhancements to be made. Additionally, it was acknowledged that we are looking to improve our organisational governance generally, which ties in with the application of our Judicial processes.
- 12.13 RH thanked NB for his efforts as the Board Safeguarding Champion and further thanked LJ and the wider team for all their work in improving this area so far.
- 12.14 Some regulation changes will be required to the Handbook following this structural change, allowing for a range of independent investigators to be utilised. This is alongside referrals to a third party through a case management programme.
- 12.15 ***Decision: Board agreed regulatory changes to Handbook to reflect new Safeguarding structure. Unanimous decision.***
13. **Complaints policy**
- 13.1 LJ gave an overview of the item, which allows members and non-members to complain to Swim England. It was drafted by an external body and has been reviewed by ARP.
- 13.2 As part of our award conditions, we will need Sport England approval. LJ and JMN are meeting with Sport England to resolve some outstanding queries.
- 13.3 RK left the meeting.
- 13.4 SG fed back that we should be clear that if services are provided by a third party, that the complaint will be passed onto that organisation. In addition to this, a flow chart outlining the process and clarity on what can be brought to an appeals panel would be welcomed.
- 13.5 RH is keen to see how the policy works in practice.
14. **Transgender policy update**
- 14.1 All the responses and next steps have been offered in the circulated paper. The question for the Board is whether they are happy to proceed.

- 14.2 There is a need to ensure a joined up approach between British Swimming and Swim England, particularly with regards to the Talent programme. At some point this may mean there is a change in policy from participation to performance affecting individuals.
- 14.3 It was noted that in Water Polo, athletes participate together until U16 level due to low participation.
- 14.4 Learning from other sports, being clear on the competition levels attainable as a transgender competitor affords a better experience. FINA's approach is very clear but we have a responsibility to protect participation. There is a need to ensure trans-competitors are supported through any issues that may arise through competing.
- 14.5 Swim England continues to work with British Swimming to understand their intentions in this area of work. Each discipline may need a different approach, although multiple layers across multiple sports should be avoided.
- 14.6 The Board feels it may be beneficial to reach out to more groups affected by the policy – namely the Masters Age Groups, to ensure we are speaking with those in the water.
- 14.7 RH requested that JMN creates a draft policy for the purpose of directing Board discussion in this area.
- 14.8 **Action: JMN to create a draft Transgender Policy.**

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

### 15.1 **Audit, Risk & Probity Committee held 5 July 2022 and 8 September 2022**

- 15.1.1 AB gave an update.
- 15.1.2 Two new ARP members will join the meeting from December onwards.
- 15.1.3 **Decision: Board approved the two new members to be appointed to ARP. Unanimous decision.**
- 15.1.4 LJ is aware of a potential historic abuse case with very little detail available at present.
- 15.1.5 There is a further historic abuse claim being brought against a club and Howden are working with them to help support them although the case is outside the insured term.
- 15.1.6 The main action from the BDO report is complete, the remainder are in progress and continue to be monitored by ARP.
- 15.1.7 **Action: BWH to provide breakdown of progress to Board after the next ARP meeting.**

### 15.2 **Sports Operations Committee held 12 July 2022 and 13 September 2022**

- 15.2.1 RH proposed that JW is to be the permanent Chair of the Sports Operations Committee.
- 15.2.2

***Decision: JW appointed Chair of Sports Operations Committee. Unanimous decision.***

15.2.3

JW started with the Minutes of the meeting held 12 July.

15.2.4

Further met on 13 September. Competitive Diving depths were discussed and the Committee will return to this issue on 11 October as there are still some practical considerations.

15.2.5

The Head of Events advised the SOC of an overspend on national events due to increasing costs of accommodation and pool hire.

15.2.6

SOC also discussed the Transgender Policy development as detailed in Item 14.

**15.3 Regional Chairs' Meeting held 18 July 2022**

15.3.1 RH gave an update on this item.

15.3.2 There was an update on Inspire programme following the Commonwealth Games, and GW took feedback from Regional Chairs on direction of the strategy.

15.3.3 Other items were discussed and resolved following the AGM, including support for refugees from all countries.

15.3.4 The meeting has been attempting to meet in person but have been meeting virtually due to external circumstances.

**15.4 Swim England Qualifications Board held 11 August 2022**

It was updated that this was the last meeting of the current Chair, Warwick Andrews. Marc Burrows has been appointed as the next Chair.

**15.5 Remunerations Committee held 24 August 2022**

15.5.1 SG fed back from meetings held on 24 August and 7 September.

At the first meeting, it was discussed how to attract and retain employees during a cost of living crisis. In the longer term there will be work by an external body on a formal pay structure.

15.5.2 As an immediate reaction to the cost of living crisis, a salary increase from 1 October onwards was proposed. This was benchmarked on what other similar organisations are offering whilst trying to reflect the complexity of the organisation.

15.5.3 ***Decision: Board approved an increase of 4% to salaries from 1 October. Unanimous decision.***

15.5.4 For the purposes of budgetary planning, a further increase is to be considered in the budget from April 2023, with Remuneration Committee taking a final decision in February 2023. Agreed to budget 6% overall to allow for pay alignment and new posts.

**15.6 Trading Board held 5 September 2022**

15.6.1 BWH gave the update in RK's absence.

15.6.2 An investment has been made in more staff. With reference to SOC, losses have always been incurred on Events. There will be a need to decide whether this continues to be a priority following completion of the strategy.

15.6.3

Trading results are good, sales are accurate to budget. August will put overall slightly above YTD budget, though September year to date will probably be slightly below budget.

15.6.7

BSi referenced the International Learn to Swim programme.

**15.7 Institute of Swimming Board held 13 September 2022**

15.7.1 BWH confirmed that CG will finish her term on the IoS Board at the end of 2022.

15.7.2 Business to Business sales continue to hold, whilst Business to Consumer is falling. For a trial period we will offer one course with the fee split into installments to spread the cost and ascertain feasibility.

15.7.3 Business to Consumer contributes over £1m a year so it's an important part of our income stream.

**16. Proposed dates for 2023**

16.1 Wednesday 1 February 2023 - online

Wednesday 15 March 2023 - online

Wednesday 17 May 2023 – physical

Wednesday 12 July 2023 - online

Wednesday 13 September 2023 – physical

Wednesday 13 December 2023 - online

16.2 It was agreed to start at 1pm for Zoom meetings and 11am for physical with dinners afterwards. Inductions need to be planned for the new Board Member.

16.3 **Action: MC to action inductions for the new Board Member.**

16.4 JMN requested that all Committees to set their dates against this schedule allowing time, where possible, for minutes/reports to come to the Board.

16.5 **Action: RMH to create full schedule of 2023 Committee Meetings.**

**17. Dates for next meetings**

Wednesday 14 December, 1pm (Zoom)

**18. Any other business**

There was no other business. RH closed the meeting.

## Summary of Decisions made

Minute	Item	Decision
5.6	Diversity and Inclusion Action Plan	Board recommended to include para athletes within the National Talent Pathway dataset for future reporting [unanimous].
12.15	Safeguarding update	Board agreed clerical changes to Handbook to reflect new Safeguarding structure [unanimous].
15.1.3	Audit, Probity & Risk Committee	Board approved the two new members to be appointed to ARP [unanimous].

15.2.2	Sports Operations Committee	JW appointed Chair of Sports Operations Committee [unanimous].
15.5.3	Remunerations Committee	Board approved a 4% increase to salaries from 1 October [unanimous].



# Swim England Sport Operations Committee

Minutes of the meeting held 13 September 2022, via Zoom

**Draft minutes subject to approval at the next meeting**

**Present:**

Joan Wheeler (JW)	Swim England Board Member (Chair)
Neil Booth (NB)	Swim England Board Member
Ian Mackenzie (IM)	Swim England Member
Alex Harrison (AH)	Swim England Member (from item 3.2)
John Hewitt (JHe)	Swim England Member (from item 1.7)
Keith Munday (KM)	Swim England Member
John Hidle (JHi)	Regional Chairs Representative
George Wood (GW)	Sport Development Director
Jon Glenn (JG)	Learn to Swim and Workforce Director
Rebecca Cox (RC)	Swim England Business Engagement Director & Institute of Swimming Managing Director

**Staff:**

Ali Sibcy-Allen (AS-A)	Operations Administration Manager
Claire Coleman (CC)	Head of Development
Ekaterina Boyd (EB)	Head of Events
Andy Jacks (AJ)	Club and Operator Relationship Officer

**Min No:**

**1. Standing Items**

**1.1 Chairman's welcome**

JW welcomed members to the meeting. Advised that subject to Board approval JW will be taking over the role of the Chair.

**1.2 Apologies**

Ellie Conway

**1.3 Declarations of Interest**

None recorded

**1.4 Declarations of AOB**

None recorded

**1.5 Minutes from previous meetings:**

1.5.1 12 July 2022 The minutes were accepted.

**1.6 Actions from previous meetings**

1.6.1 Ref 22.20 Fees for Over 80's: GW highlighted that over 80s do receive some insurance cover through Swim England, it is the personal accident cover that they don't receive. The cost will be looked at as part of the wider membership review but will not change before.

- 1.6.2 Ref 22.22 Insurance Portal: Has been chased up with the insurance broker, CEO is aware of situation. Update by November meeting.
- 1.6.3 Ref 22.24 Code of Ethics: CC to follow up with Rachel Bayley.
- 1.6.4 Ref 22.27 Supervision Ratios: Guidance to be submitted to next LG meetings with an update in January 2023. Noted that the swimming guidance may be produced first following the September SLG meeting.
- 1.6.5 Ref 22.28 Leadership Group TORs: Document tidied up. To be circulated to LGs for discussion with further comments circulated via email to SOC members.
- 1.6.6 Ref 22.29 AS updated policy: Initial contact with Maria Ramos made to facilitate link.

## 1.7 **Leadership Group Updates**

- 1.7.1 Artistic Swimming: No further updates from July meeting.
- 1.7.2 Clubs: Nothing to draw attention to.
- 1.7.3 Diving: Recruitment for the vacant group member positions will be pushed with an ambition to host more regular meetings to support development and engage regional volunteers.

The Educator Team are looking to recruit more tutors for diving courses as there are challenges due to low tutor numbers.

- 1.7.4 Swimming: Minimum Pool Depths provided major talking point. Level 1 and 2 meets were required to comply with the proposed depths from 1 September 2022, however the SOC discussed that it was Level 3, 4 and unlicensed meets that were more challenging and should be addressed first.
- 1.7.5 Water Polo: A significant piece of work relating to the processing of automatic sanctions outside of the Office of Judicial Administration is being completed with the Legal department to see how these can be managed more effectively.

Rachel Bayley leaves Swim England today and Craig Figes has started as the Programme Lead. As Norman Leighton is away from work on sickness leave currently two temporary Talent Inclusion Officers have been recruited to help drive WP forward during his absence. NL being unavailable has also impacted on the tutor workforce for coaching courses.

The HN WPLG are meeting and will consider the potential of a Commonwealth Games tournament. With the European Championships being brought forward to 2023 and the World Para Swimming Championships being held in Manchester there are restrictions to consider.

- 1.8 **SE Board minutes** 13 July 2022  
The minutes were noted.

## 2. **Items for Decision**

### 2.1 **Competitive Diving Depths**

The paper was removed from discussion following concerns from the SLG due to the poor response to the survey. Further consideration is being given to how to assist clubs through the process and mitigate issues as far as possible.

The reputational risk for SE continuing to allow diving below the recommended minimum depths was highlighted. Confirmation was provided that the insurers are aware of the process currently being undertaken and that cover is available during the interim period.

Questions on the approach were asked relating to improved training and assessment of competitive starts. It was advised that plans are already in place to change the Competitive Start Award but this will not impact on the implementation of the revised depth requirements.

There will need to be clear communication to clubs regarding the timescales for any policy implementation.

Further details will be provided at the October meeting for a decision to be made.

**Action: JG to update at October meeting.**

### **3. Items for Discussion**

#### **3.1 Swim England Events**

EB was welcomed to the meeting to provide an update on events delivered during 2022 so far.

An overview of the team structure was given alongside the 2022 calendar with key challenges outlined, including the variances experienced compared to 2019. A current variance of £7,000 on the delivered events was noted, with five remaining events which are expected to be delivered on budgets comparable to 2019 plus inflation.

The 2023 draft schedule was shared highlighting venue challenges and budgetary considerations in ensuring events are financially viable.

EB highlighted that the aim is to plan 12 months or more in advance and that where possible (e.g. Ponds Forge) we utilise multi-year agreements. Specific requirements for certain events (depth, spectator numbers) impact on the venues that can be used resulting in increased hire costs.

SOC members discussed the overall allocation of resources and agreed that the appropriate time to review this more thoroughly would be following the release of the new Swim England strategy. It was agreed that the membership have an expectation of investment in all events and that discussions relating to the format of events may be needed to enable their delivery as well as potential partnerships with other organisations.

Challenges with the sale of merchandise at events linked to the contractual requirements of sponsorship were recognised. Moving forwards product ranges will be available for purchase from the Swim England shop throughout the year.

There will be a further report in six months to consider the full-year costings. The addition of side events (e.g. talks, seminars) to increase ticket sales and deliver the best value for membership were highlighted as having been available previously and something to reconsider.

EK was thanked and invited to the February meeting.

**Action: EK to attend February meeting.**

### 3.2 **Club Health Tracker**

AJ was introduced to the meeting and provided an overview of his role.

Committee members were informed that the Club Health Tracker is designed to be a tool that clubs want to engage with and be able to analyse results to benchmark against other clubs both regionally and nationally and themselves over previous years. The benefit for SE will be to gain insight to enable targeted support services and development support based on club priorities.

The tracker will focus on six key elements through a series of questions with pre-defined responses. Following the completion, a development report can be downloaded and responses to SE will be triggered when intervention is needed. It is expected that the tracker will be launched in November 2022.

The tracker focusses on club development whilst SwimMark checks governance and compliance. Some elements of the tracker will incorporate elements of SwimMark and Club Affiliation which will trigger notifications to SE where needed following responses.

In order to reduce the duplication of work the system will be automated and any answers that trigger a significant concern will result in a notification to Swim England. These items will be analysed by the Sport Development Team and allocated to the applicable team member to follow up which will focus internal resources and identify trends for further club training.

Regional Officers have been briefed on the tracker and this will also be provided to Regional Chairs. Discussion considered how the Regions could use the tracker to support their plans, with further discussions to be held with the Chairs.

### 3.3 **LTS and Workforce Audit**

AJ continued to introduce the Audit, advising it is an insight led project aimed at gathering information from the workforce within the sector which was last completed in 2017. The survey is going live on 21 September 2022 and is aimed across the industry, working with other stakeholders as well as being circulated to clubs. It is anticipated that an update will be received by the end of 2022 with a representative of the Insight Team to attend the January meeting.

**Action: Insight Team member to attend January meeting to update on Audit results.**

An overview of the questions being included was provided. Suggestions of additional areas of interest were provided by members with AJ to speak to Insight to follow this up.

**Action: AJ to liaise with Insight to discuss additional question suggestions.**

### 3.4 **Transgender Policy**

GW advised that the paper will be discussed at the SE Board on 14<sup>th</sup> September and members were invited to comment, so that JW / NB could feed these views into the Board discussion.

Members were advised that the paper summarises the consultation process and the conflicting feedback received as well as outlining suggestions for progression.

### 3.5 **2023 Meeting Dates**

The schedule of 2023 meeting dates will be confirmed following the SE Board meeting. It was agreed that meetings should remain on Tuesday mornings, with online being preferred but with scope for one face-to-face meeting per year.

**Action: Proposed 2023 meeting dates to be circulated following the SE Board meeting.**

## 4. **Items to Note**

### 4.1 **SLT Updates**

GW advised that the Sport England Partner Process application for the next funding cycle has been submitted for 2023-27 (2023-25 for Talent funding). There have been positive discussions and it is expected standstill funding will be the best outcome, which is in-line with other NGBs and represents a real-terms decrease given the rate of inflation. GW will update in October.

**Action: GW to update on SE funding at October meeting.**

### 4.2 **Strategy progress update**

The progress to date was outlined, noting that the proposed strategy will be discussed at the next SE Board meeting.

The key headline of the strategy is Access to Aquatics with focus areas of Water, People and Capability. Critical to the delivery of the strategy will be collaboration, advocacy and influence with partners and stakeholders.

Depending upon the outcome of the Board meeting, further information on the content of the strategy will be provided at subsequent SOC meetings.

**Action: GW to update at the October meeting.**

## 5. **AOB**

5.1 None recorded

## 6. **2022 Meeting Dates**

- Tuesday 11 October, 10am
- Tuesday 22 November, 10am