



Minutes subject to approval at the next British Swimming Board Meeting

BRITISH SWIMMING BOARD

**Minutes of the meeting held on the 9th September 2022
Lewis Silkin LLP, 5 Chancery Lane, London, EC4A 1BL**

Present:	Adele Stach-Kevitz (AS)	Interim Chair
	Karen Webb-Moss (KW)	Chair
	Ash Cox (AC)	Interim CEO
	Jane Nickerson (JN)	Swim England
	Alex Kelham (AK)	Swim England
	Keith Ashton (KA)	Swim England
	Graeme Marchbank (GM)	Scottish Swimming
	Fergus Feeney (FF)	Swim Wales
	Corinne Cunningham (CC)	Independent Member
	David Carry (DC)	Independent Member
	Aimee Booker (AB)	Athlete Representative
	Kathreen France (KF)	Head of Finance (HOF)
	Wendy Lockton (WL)	Director of Corporate Strategy and Planning (DOCSP)
	Pearl Aggrey (PA)	Administrative Support

60. Welcome

60.1. The Interim Chair welcomed everyone to the meeting.

60.2. The Interim Chair updated the Board that a prospective new Chair for British Swimming, Karen Webb Moss (KW), had recently been interviewed and the Nominations Group had recommended KW be appointed to the role of Chair of British Swimming by the Board. The Interim Chair commented that KW had many positive attributes to bring to the role and references had been sought which had provided extremely positive feedback, confirming her suitability for the role. DC noted that although KW has held a number of senior leadership roles she has not previously been a Companies House Director or Chair. It was also recognised that KW had not previously worked for a National Governing Body.

60.3. A detailed discussion took place. It was acknowledged that KW could bring skills and experience to bridge current gaps in the organisation, namely in the areas of commercial and international influence. GM raised a general point relating to a potential Board gap of athlete experience due to AK's term on the Board coming to an end. This was noted. The Board were though in agreement that with the imminent recruitment of a Senior Independent Director, this would provide an ideal opportunity to be prescriptive in future recruitment criteria to ensure all skills gaps are reviewed and considered.

- 60.4. Based on the discussions, the Board were unanimous in approving the appointment of Karen Webb Moss to the role of British Swimming Chair.
- 60.5. The Interim Chair thanked the Board for their professional support and understanding throughout the recruitment process, which had been time-consuming. The Interim Chair outlined that, if the Board were in agreement, she would like to invite KW to the meeting as a Board member, but with the Interim Chair acting as Chair of the meeting. A non-disclosure agreement (NDA) was signed by KW before joining the meeting. KW subsequently joined the meeting and was introduced to the Board and Executive team present. KW also introduced herself and provided the Board with an overview of her background, expressing her excitement in taking on the Chair role.
- 61. Apologies**
The Board were in full attendance and no apologies were received.
- 62. Declarations of Interest**
- 62.1. AK advised that Lewis Silkin LLP has now taken on more work for British Swimming as a legal advisor.
- 62.2. FF informed the Board that he had been re-elected as Vice-Chair and board member of the Welsh Sports Association.
- 62.3. AB outlined that whilst she had signed a NDA she had not yet had opportunity to sign all other papers ahead of the meeting. AB informed the Board that she sits on the Board for Commonwealth Games England.
- 62.4. KW advised that she had made the Interim CEO aware (verbally) of her other roles and these would be discussed further outside the meeting.
- 63. Minutes of the meeting held 9th-10th June 2022**
- 63.1.1. Min 48.6 – The HOF provided the Board with a verbal update as requested on co-funding, outlining that both the Performance Director and Associate Director of Performance Centres & Strategic Projects are preparing a document that accounts for UK Sports Co-Funding requests for the next quadrennial cycle.
- 63.1.2. FF raised a concern that there is ambiguity regarding this matter and outlined he felt it should be led by the Interim CEO and not the Performance Director, as it relates to commercial revenue and Home Nation contributions.
- 63.1.3. A detailed discussion took place and the Board were in agreement that there is a distinct lack of clarity regarding co-funding and whether British Swimming are currently underselling existing financial contributions. The Board stressed that this has been the situation since the matter was initially raised by the CEO at the April 2022 meeting. The Board agreed that clarity was required.

- 63.1.4. The Interim CEO updated that, whilst the Performance Director is looking at co-funding from a performance perspective and in particular value of investment, the Interim CEO is leading on this matter. The Interim CEO updated the Board that conversations with UK Sport remain ongoing and there is a further meeting where this topic will be discussed in November to hopefully gain clarity from UK Sport on what co-funding looks like as well as the requirements from British Swimming as we move into the next funding cycle.
- 63.1.5. A discussion took place regarding how the Board would be kept updated on this matter moving forward, bearing in mind the Interim CEO is due to meet with UK Sport towards the end of November and the next Board meeting will not be held until February 2023. GM raised a concern that the Board should be careful to not act as Executives requesting briefings between meetings, except on critical matters. FF raised a concern about contributions from the Home Nations being discussed as part of this process and would feel more comfortable if he could be kept involved with the conversations.
Action – Interim CEO to liaise with the Chair to keep the Board updated on this as required moving forward.
- 63.2. Min 52.1 – Following a request at the previous meeting, all actions had been highlighted. The DOCSP asked if the Board were happy with how the actions had been highlighted and the Board were in agreement that they were satisfied.
- 63.3. Min 54.2.1 – The Board were informed that the Risk Register, which had been circulated to the Board in advance of the meeting, was on the agenda for discussion.
- 63.4. Min 54.2.3 – The Interim Chair advised the Board that a Chairs meeting will be arranged as soon as possible based on availability. The Interim CEO outlined the purpose of the MOU for the benefit of KW, stressing it is negotiated between the CEOs. JN stressed the review is based on income within the Home Nations.
- 63.5. Min 54.2.6 – The Interim CEO advised that the 1-page summary of key contracts has not yet been completed. This will be sent to the Board once finalised.
Action – Prepare a 1-page summary of existing key contracts to be sent to the Board.
- 63.6. Min 54.3.2 – The Interim Chair updated the Board that the sad passing of Robert James (RJ) had overtaken correspondence. A number of the Board attended RJ's funeral and expressed how much RJ's contribution was appreciated by the Board and entire British Swimming organisation.
- 63.7. 56.1.1 – The DOCSP confirmed the Speedo contract had now been signed. The HOF updated that Speedo has been invoiced and British Swimming was awaiting payment. The Interim Chair thanked all involved for the hard work undertaken to get the contract over the line.

- 63.8. Min 56.2.4 – An update on the LEN Congress will be provided following the event at the next Board.
Action – An update to the Board following the LEN Congress in October.
- 63.9. Min 56.2.6 – The Interim CEO updated that he had not yet discussed Paris 2024 security concerns with the BOA/BPA.
- 63.10. Min 56.3.1 – The Board were informed that transgender / inclusivity remains an ongoing item on the agenda.
- 63.11. Min 57.1 – The Board were updated that the Interim CEO and HOF continue to work together on cost implications to cover the DOLAG and COSEC roles. The HOF confirmed that these costs were included in the forecast.
- 63.12. Min 58.1.1 – The DOCSP outlined that historically the February meeting has been the strategy meeting. The DOCSP updated that thoughts have turned to a suitable venue for this meeting. The Board will be kept updated accordingly but any views on a potential venue would be welcomed.
Action – DOCSP to keep the Board updated on the plans for the February 2023 Board meeting.
- 63.13.1. Min 59.1.1 – The Interim Chair thanked AK for her work on the proposal for Board Liaison roles going forward. In terms of next steps, it was agreed that the new Chair will add her input and once this proposal has been signed off by the Performance Director, the proposal will be circulated with the Board.
Action – send proposal to the Board once KW has reviewed and it has been signed off by the Performance Director.
- 63.13.2. It was recognised that due to ongoing Board recruitment, there is a skills gap in some areas as a review of the Board skills matrix has not been completed this year.
- 63.14. Min 60 – The HOF confirmed that the Interim CEO has been recorded as a Director at Companies House.
- 63.15. Min 61.1 – The DOCSP expressed gratitude to Lewis Silkin LLP for making the rooms available for the Chair interviews and also for accommodating the Board for their September meeting. GM highlighted that Board meetings on Fridays are challenging. The Interim Chair recognised this challenge and noted that future meetings would follow the usual format of Friday evenings and Saturday mornings.
- 64. Minutes of the meeting held 10th-11th June 2022**
- 64.1. FF highlighted that the minutes of the meeting showed him as attending via Zoom but he had attended in person. It was agreed the Minutes would be amended.
Action – DOCSP to amend the Minutes to reflect FF attended in person.

- 64.2. AK raised a query with regards to transparency of Minute 48.5.1. It was agreed this Minute would be tweaked to reflect the challenges due to illness and injury.
Action – DOCSP to amend the Minute as agreed.
- 64.3. AK updated that she had not attended the Commonwealth Games training camp as the camp was closed to guests due to Covid protocols.
- 64.4. AK queried Minute 54.3.4 in relation to her offering to stay on the Commercial group and the Minute was corrected to state this offer had been accepted.
Action – DOCSP to review Minute and update as required.
- 64.5. AK queried if the confidential minutes had been shared in relation to Minute 54.5. No confidential minutes had been circulated in relation to this item.
- 64.6. Pending minor adjustments discussed, the Board approved the Minutes from the meeting held 10th-11th June 2022.
- 65. Finance, Audit and Risk**
- 65.1. British Swimming Management Accounts
- 65.1.1. The HOF updated the Board on the revised end of year forecast which had been adjusted following a meeting with Swim England in regard to SLA charges. The HOF outlined the reasons for the SLA charge changes, namely the reduction in services following Covid and the reduction in office space due to no meeting rooms on Floor 1 of SportPark being used.
- 65.1.2. The HOF updated the Board that the Up&Go sponsorship agreement was not going to be renewed, which would mean £50,000 less income compared to the annual budget. The Board discussed the importance of being transparent regarding assets which can be offered to potential partners as well as being clearer when explaining to potential partners what they are permitted to do with their assets within British Swimming. KA queried if any work is being conducted around lessons learned. The Board were in agreement this would be useful for future partners.
- 65.1.3. The HOF outlined an adverse figure of £15,000 in the CEO budget due to recruitment costs for the CEO.
- 65.2. World Class Programmes (WCP) Management Accounts
- 65.2.1. The HOF provided the Board with an update on the WCP accounts outlining the main reasons for the current underspend.
- 65.2.2. KA queried why there was a cost attached to resignation and the DOCSP provided a little more detail regarding this matter.
- 65.2.3. KA queried the costs showing against the CEO budget. The HOF outlined that should the recruitment be delayed further financial savings will be made in this area.

- 65.2.4. DC queried if the recruitment for another independent Board member had been budgeted for. The Interim Chair explained the recruitment process outlining additional costs would not be incurred.
- 65.3. FF queried if feedback had been received from Up&Go with regards to why they had decided not to renew the contract. AK updated that this had been discussed at the Commercial group meeting and reasons for not renewing were understood. AB added that from an athlete perspective, athletes had been nervous to use the product as it was not batch tested as a supplement. The Board agreed the importance of having a better understanding of products from potential partners, as well having athlete insight and a medical sign off, where required. AK added that following the recent proposal from Health Span, checks have been undertaken to ensure athletes and staff like the products. The Interim Chair also suggested that an ethics policy would be useful, if one was not already in place.
Action – Review the requirement for an ethics policy.
- 65.4. KA queried if a lack of resource in the commercial area had impacted the relationship with Up&Go and a discussion took place. The Interim CEO outlined that resource had been committed to the relationship and that the bad timing due to Covid and furlough had inevitably played a part in the relationship ending. The Interim CEO advised the Board that a key consultant contract is being extended until the end of November to ensure British Swimming has extra resource in the commercial space. This news was well received by the Board.
- 65.5.1. AK raised a query with regards to an increase of £200k in the reserves above the minimum reserves level set and queried whether British Swimming should be utilising these extra reserves. bearing in mind staff resource challenges. The Interim CEO responded that attention is being given with regard to a strategy for filling resource gaps, particularly in specialist areas such as sustainability and EDI. The healthy financial position would hopefully help fill these gaps moving forward.
- 65.5.2. DC stressed the need to give consideration to the current inflation issue in relation to what reserves will be worth in a year's time and a discussion took place. The Interim CEO advised the Board that he is due to meet with the organisation's bank in the very near future so would discuss options for investment of bank balances.
Action – Interim CEO to discuss investment options with the bank.
- 65.6. CC queried when a review of the British Swimming strategy will take place, suggesting that extra reserves should not be spent until a clear strategy is in place. The Interim CEO advised the next review of the strategy will take place in 2023. The Interim CEO outlined that part of this long term planning is taking place with city partners to ensure legacy partnerships with cities moving forward. This will enable British Swimming to plan long term events.
- 65.8. Risk Register

- 65.8.1. CC introduced the risk register to the Board outlining that it had not been presented to the Board at their June meeting as the SMT had not yet had chance to carry out a thorough review of it. CC updated that the SMT have reviewed the risk register, as had the ARC at their recent meeting. CC outlined that this review process has identified some new risks and re-designed some of the existing risks with updated next steps and actions. CC invited comments from the Board expressing a wish for the risk register to be used to manage the business moving forward.
- 65.8.2. The Interim Chair queried if any of the risks had been moved to amber as part of the review. The HOF confirmed that none of the residual risks had changed.
- 65.8.3. JN requested that British Swimming aligns itself with the Home Nations with regard to the safeguarding of members, as ultimately it is the Home Nations who treat the risks in this area. The Interim CEO responded that he will be reviewing risk through the lens of British Swimming and performance initially and then will initiate a discussion with the Home Nations. JN stressed the need for the Home Nations to be part of the discussion. It was agreed that further discussion on this matter would take place at the November Board meeting.
Action – DOCSP to ensure this item is on the agenda for discussion in November.
- 65.8.4. CC highlighted a discussion from a previous Board meeting in June, where the Board had agreed to share the risk register with the other Home Nations. The Interim Chair asked if the risk register is shared publically. CC responded that some Corporate bodies share their biggest risks in their annual accounts as does British Swimming. The Board remained happy for the risk register to be shared with the Home Nations.
Action – CC to share risk registers with the home nations.
- 65.8.5. KA updated the Board on a discussion which had taken place at the ARC meeting regarding risks post restructure. It was acknowledged that Board members had become more involved in executive roles through an informal buddy type system which had been useful both in terms of transfer knowledge and helping to de-risk staffing challenges post restructure. AK further updated on the board liaison paper she had prepared, as discussed earlier in the meeting, which outlines a suggested purpose of the Board liaison roles. AK outlined that a discussion had taken place regarding the need for a Board liaison in areas such as finance but it had been agreed the committee structure should be serving those roles. FF agreed that the committees should form the structural role of the Board and outlined that a danger of Board members getting into an ad-hoc buddy systems with executives is that some executives may feel like they are delegating responsibility. FF stressed the need to ensure that lines between the Board and the Executives do not become blurred. GM added that the Board should be providing a level of management and control.

- 65.8.6. KW thanked the Board for their comments and asked the Executives present in the room for their views on the matter. The HOF responded that she found it useful to have another qualified accountant in CC with whom she could exchange ideas. The DOCSP updated the Board that at a recent Senior Management Team (SMT) away day, the SMT had outlined a desire to get to know the Board better. The Interim CEO updated the Board on discussions which had taken place at the SMT meeting, highlighting it had been apparent that the SMT had a clear business purpose, working well as one team. The Interim CEO expanded that there is a need to give consideration to succession planning. The Interim CEO highlighted that the Board had all been invited to the forthcoming Aquatics Conference and their attendance would be very welcome. GM requested that the Board are offered assistance with logistical arrangements for attending such events in order to change the emphasis from being welcome to attend to they are expected to attend if possible. The Interim Chair agreed that there should be an expectation for the Board to attend such events to create a better two-way relationship. A suggestion was made to consider setting targets for a minimum attendance which can be revisited if required. AK highlighted this is covered in the Board Liaison proposal which she had prepared.
- 65.8.7. GM outlined he did not feel the risk register was sensitive enough on the mitigation plan, recognising the mitigations were good but ultimately did not reduce the impact of what could happen. KA added that a discussion had taken place at the ARC meeting whereby risks would remain amber unless progress is made on the actions column and the risks can be moved to green. GM suggested further work is required on this whilst recognising that not all risks can be mitigated.
Action – HOF to review risk scores.
- 65.8.8. AK raised a query with regards to the potential liability in terms of the World Para Swimming Championships. The Interim CEO updated that Manchester City Council are in the process of drafting a back to back contract, which will provide British Swimming comfort in terms of no gaps in liability to the IPC.
- 65.8.9. AK queried if diversity should be on the risk register as this is becoming a reputational matter. GM was in agreement that British Swimming have to be active in pushing for inclusion and diversity. The Board were in agreement British Swimming should be doing more in this area. The Interim CEO updated that the reality of the situation is there is currently insufficient resource available to move this forward. The Board were in agreement that Swimming remains a predominantly white sport, something which was hugely evident during the Commonwealth Games and consideration must be given to moving this forward. A detailed discussion took place. AB added that diversity should not just be about the athletes but also the wider staff too, with an aspiration to have more staff of a diverse nature across all levels rather than just diverse athletes in the pool. AB suggested education can play a significant part in this. It was agreed diversity should be added to the risk register.
Action – The Interim CEO and HOF to include diversity on the risk register.

- 65.8.10. The HOF requested that the ARC review the going concern. The Board were in agreement that it is acceptable for the ARC to review the going concern with no requirement for Board sign off.
- 65.8.11. JN highlighted that the biggest risk for swimming generally is the significantly increasing costs of running pools.
- 65.8.12. The HOF updated the Board that the Audit Partner was currently not available to attend the session to review the annual accounts at the November Board meeting and asked the Board if they were comfortable for the ARC to review the accounts or whether the Audit Manager should attend in place of the Audit Partner. A discussion took place and the Board agreed that either the Partner or the Manager should attend this meeting to adhere to good governance practices. This would then allow the Board to have an open discussion when the Senior Executives are asked to leave the room.
Action - HOF to ensure either the Partner or the Manager from the auditors attends the Friday evening session.
- 65.8.13. CC updated the Board on the recruitment of an independent member of the ARC, outlining that the post had been offered to an individual who CC believed would be a good fit for the Committee in terms of character and skills. The individual will attend their first ARC meeting in October following an induction.
- 66. Interim Chairs Report**
- 66.1. The Interim Chairs main update had been the recruitment of the new Chair which had been discussed earlier in the meeting. The Interim Chair also took opportunity to reflect on the challenges and achievements over the past 12 months and thanked the Board for their phenomenal support and hard work over what has been an exceptionally busy year.
- 67. Confidential Item 1**
- 67.1. Confidential Item
The Board had been provided with papers on confidential items ahead of the meeting and a detailed discussion took place.
68. FF departed the meeting following this discussion.
- 69. Strategic Items**
- 69.1. CEO Recruitment
The Interim CEO, DOCSP and HOF left the meeting. KA updated the Board that the recruitment process was slightly behind schedule as the Nominations Group were keen for the new Chair to be involved in the CEO recruitment. KA updated on the process which had been undertaken to date, in terms of internal consultation on the recruitment pack, the recruitment of an agency to lead the process and the expected timelines moving forward.

- 69.2. Commercial Update
The Interim CEO advised the Lebara partnership is going well. There was no further commercial update other than that which had been provided earlier in the meeting.
- 69.3. International Influence
- 69.3.1. The Interim CEO updated that the international influence group meet regularly to ensure a more communicative group for shared perspectives. The Board recognised a cohort of individuals who are playing a significant part in international influence.
- 69.3.2. GM provided a brief update on International Relations matters and noted that the LEN Congress is scheduled for Turkey in October and a report will be provided at the November Board.
- 70. Executive Reports**
- 70.1. KA raised a query with regard to the report of the Director of Events and Marcomms in relation to it not appearing to be current. The Interim CEO advised that all Executives are being provided with guidance on improving their reporting with the aim of being more strategic, which will be useful both as a management tool and also for the purpose of the Board updates.
- 70.2. Several members of the Board flagged that they had not received the EDI survey mentioned in the Head of HR paper. The DOCSP would liaise with the Head of HR to ensure all Board members receive the survey.
Action – DOCSP to ensure all Board members receive the survey.
- 70.3. GM raised a concern that he is possibly not the best individual to lead on EDI moving forward given his increased involvement in international influence.
- 70.4. The DOCSP updated the Board on the status of the annual report, stressing the urgency to provide feedback once the first draft has been circulated.
- 71. AOB**
- 71.1. JN updated the Board that the position of Chair for the British Swimming Officials Group is currently being recruited with interviews taking place in the coming week.
- 71.2. The Interim Chair asked if a statement will be released regarding the Queen. The Interim CEO advised that a statement had already been released, which included social media channels.
- 71.3. DC queried if the imbalance between male and female performance should be monitored. It was agreed that this would be tracked, noting the balance tends to shift over time.
- 71.4. JN asked if an Artistic Swimming and Water Polo update could be provided within the CEO Performance report. The Board welcomed inclusion of these reports.



Action – JN and DOCSP to liaise on the inclusion of these reports moving forward.

- 71.5. The Interim CEO advised that Artistic Swimming and Water Polo will be invited to the Aquatics Conference.
72. **Date of next meeting** – the next meeting will take place on 11th-12th November 2022 in Manchester.