



BRITISH FENCING

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**BRITISH FENCING
MINUTES OF GENERAL MEETING**

SATURDAY 18 MAY 2013

**At the offices of the British Olympic Association at 60 Charlotte Street, London W1T
with David Teasdale in the Chair**

Present: Chair, T Cadman, C Halsted, A Orge, J Troiano, G Usher, J Bracewell, P Abrahams, V Mills, E Haynes, R Stafford, J Stanbury, D Austin, M Maynard, L Burr, D Cruse, J Haynes, H West, P Casey, H Herbert, P Jacobs, J Roberts, D Hanrahan, J Smith, K Saunders, A Bird, J Philbin, H Philbin, J Magill, C Buxton, M McCombie, M Mackinnon, A Newton.

Apologies: Board: G Paul, W Pitt. Members: P Spink, M Whitehouse, J Whitehouse, K Smith

In Attendance: P King, P Moseley, M Nolan, A-M Hurt

MINUTES

Opening the meeting, the Chair introduced each of the Board members, with apologies for G. Paul and W Pitt. He said this was the first time the new Board had met the members who elected them; the election of a new Board marked a big opportunity for the sport. The Board was determined to improve communications with members. Toward that aim this Meeting would move on to a Forum with updates for members on key Board programmes.

John Troiano (J.T) introduced and chaired **Resolution 1** (a copy of which is annexed to these minutes). He explained the article amendments with reference to the governance audit review (by our funding partners) in August 2012, which showed twenty two deficiencies, considered by the Board a high priority to resolve. Twenty of those deficiencies had been resolved and the extra two concerned the Board structure. JT explained the case for independent directors, which concerned getting the right balance on the Board and bringing in necessary skills, supplementing those already identified by the Board's Skills Matrix. He stressed that the quorum protected the vital principle that elected Directors always formed the Board majority.

Dennis Cruse (D.C) expressed concerns that reducing the proportion of elected Directors meant a democratic loss. He felt that the phrase 'open competition' was not defined in the article changes. J.T explained that there was a need for Board members with different skills, and it was normal now for businesses to have independent directors. Another Member asked what criteria will be applied for choosing independents? J.T responded that the recruitment will be based upon the right balance of skills on the Board, based on our analysis; the process will be open competition and recruitment with panel interviews. The new BF Nominations Committee will undertake the process on the Board's behalf, with final decisions by the Board.

The Chair gave the names of the Nominations Committee members: himself as Chair, A.O, G.U, G.P, and P.K as observer.

Laurence Burr (L.B) asked about William Pitt's post on the Board. JT explained this is an appointed Director, which had to be confirmed each year by the Board, and could be available for a future CEO or as now for a sponsor's representative.

After a show of hands and a count of the postal votes and proxies (86 for) **Resolution 1 was passed.**

Resolution 2

Julia Bracewell (J.B) chaired and introduced the Resolution 2 (a copy of which is annexed to these minutes) and the following discussion, on the Board's behalf. The Board had listened to member views and wished to provide for a President to lead on international matters with the international bodies. Where a sports body had both a Chairman of the Board and a President it was important the roles were clearly defined, complementary and in line with the strategic goals of the Board, as in this Resolution. For President, the need now was for a fencer who would speak for fencers, represent British Fencing internationally and have influence with the FIE. JB commented that to date fencing had been very successful at maintaining influence at the FIE and having a number of people in representative posts and thanked Peter Jacobs for all his work. The President would attend Board meetings as an observer and would have a say at the meeting. He or she would be appointed by open recruitment, with panel interviews.

D.C. asked why members could not elect someone, from the candidates that the Board put forward? The Board considered that the best way was to have an open recruitment process, led by the Board and that members would approve formally the person selected through the Board's process.

Peter Jacobs (P.J) expressed concern about the proposed new article wording. He argued that we risk not achieving what we want to achieve. PJ felt the word 'honorary' was inappropriate and misleading, especially internationally - what authority would the President have? How would the President be perceived in international circles if subject to change each year? – He thought that the role should be for at least an Olympic cycle. He suggested that the articles should contain only one reference to 'honorary', all the other references just written as 'President'.

Tom Cadman (T.C) responded; the Board intends to describe the person simply as President. Honorary will only be in the articles, it is not meant to restrict the impact of the post.

J.B suggested members accept this draft now, the Board can consider further and bring further detailed amends in the autumn. The yearly provision was to protect members, providing the ability, if they became unhappy with the President, to secure change.

L.B supported P.J, noting that in past the President has protected athletes abroad. He asked for assurance that there will be financial support for the President when travelling abroad and representing BF internationally. J.B: confirmed this would be so, and mentioned also money available from UK Sport to maintain international influence.

L.B stated that the Job description online does not accord with what has been said in the meeting. Will the President have direct access to CEO? JB confirmed he or she would.

JB and TC indicated that the Board would look again at the specific and detailed wording in the articles, taking account of the points made by members.

After a show of hands and count of proxy votes (85 for) **Resolution 2 was passed.**

The BF Chair noted that this was the end of the formal business. He thanked members once again for attending.

The meeting then became a Forum for discussion, with presentations arranged by the Board on latest progress with the Grow and Gold programmes.

ANNEX

Resolution 1: to approve changes in Articles to secure a maximum Board size of twelve (12) Directors, to include eight (8) elected by the membership, three (3) Independent Directors and one (1) Appointed

Director. The maximum size can be increased by one to thirteen (13) if and when strictly necessary for equality reasons. The Independent Director posts are to be filled by open competition and the Appointed Director is to be appointed by the Board.

Resolution 2: to approve changes in Articles to confirm the role of an Honorary President of British Fencing, to be appointed by the Board after open competition and approved by the membership at a General Meeting each year; the President must be a member of British Fencing and is to have an international role, with observer status on the BF Board .
