

# **ENGLISH WOMEN'S GOLF ASSOCIATION**

**Minutes of the Meeting of the Management Board held on Friday 18 July 2008 in the EWGA Board Room, 11 Highfield Road, Edgbaston, Birmingham B15 3EB at 09.30 am**

Present:	Ms S Whittaker	Chairman
	Mrs C Babcock	Non-Executive Director
	Mrs C Baker	Non-Executive Director
	Mrs J Longhorn	Non-Executive Director
	Mrs A Parr	Non-Executive Director
	Mr J Robinson	Chief Executive
	Mr M Hall	Accountant/Company Secretary

## Action

1. Chairman's Remarks and Apologies

The Chairman welcomed everyone to the meeting. There were no apologies for absence.

Jim Robinson advised the meeting that Mike Hall had received eleven signed requests from Counties calling for an EGM to remove the four Non-Executive Directors from the Management Board. The Counties were: Berkshire, Dorset, Gloucestershire, Kent, Middlesex, Northumberland, Shropshire, Staffordshire, Suffolk, Warwickshire and Wiltshire. The Non-Executive Directors were given copies of the signed requests. Secretary note – Northumberland called for an EGM to consider the removal of the four Non-Executive Directors on the Management Board of the English Women's Golf Association.

The notice must be sent to members within 28 days of receipt of the ninth request, 16 July. The EGM will take place at least 28 days from the date of the notice, from middle September.

Secretary Note: Since the meeting, subsequent information had been received informing that the Companies Act states that notice must be sent 21 days from the date of the 4<sup>th</sup> County request being received.

Jim Robinson confirmed that all 35 Counties had now signed the Special Resolution to add a new paragraph to Article 111 and the copies of the signed Special Resolutions have been sent to Solicitors.

The Chairman stated that if any or all Non-Executive Directors proposed taking any other form of action over the next 10 days then clearly it may not be necessary to call an EGM, but if this should not happen then the Chairman would authorise the holding of an EGM in 28 days of receipt of the request giving 28 days clear notice giving date, time and venue of the meeting.

Ada Parr questioned what the chair meant by her comment about the Board or Non-Executive Directors behaving differently. The Chairman confirmed that if the Non-Executive Directors choose to resign then there would be no need to hold an EGM.

Carola Babcock asked whether the Chairman's previous offer to resign if the four Non-Executive Directors resigned would still stand. The Chairman pointed out that the request from the

Counties was solely for the resignation of the four Non-Executive Directors, therefore this changed the previous situation.

Carolyn Baker pointed out that the signed documents from the Counties only called for an EGM to remove the Non-Executive Directors but a proper motion needs to be put forward. The Chairman confirmed that a proper motion cleared on legal grounds would be put forward. Carolyn Baker went on to state her concern that counties appeared to be using EWGA's legal team for this matter rather than employing their own. Jim Robinson would speak to the solicitors to establish the clear procedure for the EGM, but the Solicitor had already looked at a statement that related to what would be the business of the meeting.

JR

Carola Babcock queried the solicitors costs involved in this matter but Jim Robinson advised that no costs had been incurred in relation to the calling of an EGM, only the Special Resolution. Carola Babcock felt an itemised bill should be requested.

JR

The Management Board decided that a provisional date should be discussed which should be a date following week beginning 8 September. After consultation with diaries, a provisional date of 8 October and a venue of Edgbaston Golf Club was agreed, if available.

At this point Jane Longhorn asked for a break in the meeting in order that a telephone call could be made. The meeting reconvened after 18 minutes.

Jane Longhorn proposed an addendum to the proposal that if the motion proposed by the Counties is defeated then the Chairman should resign, this was seconded by Ada Parr. A vote was taken – 4/3 carried.

Carola Babcock asked at this point whether the business of the meeting was being recorded, and suggested that the meeting should have been advised of this and a vote taken before the beginning of the meeting. The Chairman stated that the meeting was being recorded in order that the business of the day could be accurately recorded.

A basic press release would be issued stating that an EGM has been requested and details will be shown to Board members. *Secretary note – the chair subsequently agreed that the press release would be shown to Board members prior to release.*

Jane Longhorn stated that she believed that there were strict rules on disclosure for an EGM in that all documents, arguments and papers need to be disclosed prior to an EGM. Jim Robinson was asked to seek legal advice on this matter to be clear and to advise members of the Board of the information provided.

JR

2. To Approve the Minutes of the Last Meeting

The Chairman advised that she was aware that Ada Parr had produced a revised draft set of minutes to those that had been approved by the Chairman and circulated. The normal procedure is for minutes to be prepared and amendments considered at the next meeting. Ada Parr stated that her amendments to the circulated minutes were substantial as she did not feel that the

original minutes reflected the business of the day therefore she had taken steps to redraft the Minutes and had advised Jim Robinson of her intention to do so. Jim Robinson did not agree with this statement. Ada Parr had requested that her revised draft Minutes be circulated prior to the meeting but this was not done. Ada Parr felt that this was unacceptable as the request from a Non-Executive Director should have been carried out.

As not all members of the Board had been able to read the revised draft minutes Carola Babcock suggested that this item be deferred until after lunch in order that members of the Board may have the opportunity to read the revised draft minutes over the lunch period.

The Chairman reiterated the procedure for the production of Minutes in that it was not the practice for Non-Executive Directors to produce another set of Minutes. Ada Parr insisted that she had purely produced observations to the Minutes, however the Chairman pointed out that the paper Ada Parr had produced was clearly headed 'Minutes of the Management Board held on 21 May 2008'. Ada Parr indicated that whilst the title of the document was unfortunate, she had made her intentions clear to Jim and that it was intended to speed up debate at the Board meeting, as the amendments were too complex for her to include. The Chairman stated that if Ada Parr's amendments had been done on the original copy then it would be clear to everyone what had been changed rather than producing another set of Minutes.

Jim Robinson set out the conversations, by email and by telephone that had taken place between himself and Ada Parr regarding the redrafting of the Minutes and stated that at no time was mention made of reissuing the Minutes. If this had been the case then he would have stated that this could not be done. Ada Parr did not agree with his recollection of their conversation. This matter could not be brought to a satisfactory conclusion.

Jane Longhorn proposed that rather than using the original minutes, the revised draft minutes that Ada Parr had wanted circulated were the best starting point for discussion and should be the set of Minutes that the Board used as the basis for approval and amendment. The Chairman proposed that the original draft Minutes should be reviewed, however the Non-Executive Directors did not agree this and therefore it was put to the vote that the revised draft minutes be used as the basis for discussion of amendments.

4 in favour  
2 against  
1 abstention

Carola Babcock suggested that if there was some disagreement here it may be prudent to put the verbatim minutes onto to website, however Ada Parr felt that this was not the right thing to do as some of the names against conversations may be inaccurate. It was agreed that the verbatim minutes would not be put on the EWGA website

### 3. Matters Arising

As the revised draft Minutes of the Meeting held on 21 May will be discussed following lunch it was also agreed to discuss any matters arising after agreement of the last Board Meeting

Minutes.

4. Governance Issues

The Chairman stated that this item had been requested by Jane Longhorn.

Jane Longhorn wished to progress the Company Secretary issue as at the last meeting Mike Hall reiterated that he did not want to carry out this role and a conversation had been held as to whether the post should be advertised or whether the Auditors should be requested to appoint a Company Secretary to the Board. Jim Robinson confirmed that this matter has not yet been progressed but Jim has spoken to Mike Hall and Mike Hall would continue as Company Secretary until alternative arrangements can be made and this will be investigated with the Auditors. Jim Robinson will speak to the Auditors on this matter.

JR

Mike Hall also stated that the Audit Committee had agreed to meet with the Auditors and he had asked the Audit Committee for their availability for this meeting but to date has had no response. Mike Hall has to meet with the Auditors in the near future to discuss year end and how the change to the structure of the company would affect the accounts therefore it would be better if one date could be arranged. A date will be discussed over lunch. Mike Hall felt it was essential that the Audit Committee meet as only a conference call had been held to date. Carola Babcock explained the legal requirement of the audit committee and as Chairman of that committee explained that she was happy with the schedule of meetings to date.

Carola Babcock stated that the Non-Executive Directors wished to record their serious concerns about the governance of the Board not just because of the qualified offer of resignation of the chair but the general dysfunction of the Board as a whole. The Board maintains an independent oversight and is an objective body to ensure that management is safe and to safeguard members' interests. The Chairman is the link that is meant to lead the independent body and provide the link to Non-Executive Directors. The modernisation plan sought to implement this structure and gain free expertise by appointing Non-Executive Directors to complement what is a very thin management structure.

Carola Babcock went on to state that it is the opinion of the Non-Executive Directors that the board's governance function cannot be discharged properly because there is no communication to the Board by the Chairman or the Chief Executive, she gave the following examples:

- No unsolicited papers are provided prior to Board Meetings
- There is a reluctance to provide information in general
- Incomplete information is provided of a financial nature and in spite of requests no financial information has been produced for review by the Board in advance of Board Meetings, which leads to surprises and ineffective time management and issue prioritisation
- There is no transparency, the Non-Executive Directors feel they do not know what the business is doing or what the

Chairman or CEO is doing and it seems clear to the Non-Executive Directors that the company is becoming a 'one man/one women show'. She stated that the Non-Executive directors regarded this as a risk. The Following examples were given:

- CEO appraisal – The CEO appraisal is a difficult thing to do but was carried out by the Chairman without discussion or agreement of the Board and objectives were reviewed without any input from the Non-Executive Directors. The objectives that were set were not measurable and the Non-Executive Directors do not agree with the objectives that were set for the CEO, Jim Robinson or the process in which they were set.
- The CEO signs off the expenses of the Chairman which is a questionable practice.
- There is a question of whether the focus is on the priority business issues. No strategic plan has been presented to the Board. Questions cannot be answered on financials by the CEO and financial information is not provided in a timely fashion.

Carola Babcock informed the meeting that the Non-Executive Directors proposed to make immediate changes to improve the governance of the organisation and put the changes to a vote today as follows:

The Non-Executive Directors proposed to change the reporting line of the Chief Executive and add additional controls to the Chairman's role. Carola Babcock advised that a vote was required today on these two issues.

The Chairman asked for discussion on these matters pointing out, that it is customary to discuss issues before being put to a vote. The Chairman stated that there was no question that this was a dysfunctional Board and therefore it had not been possible to get work done due to the Non-Executive's refusal to work with the Chairman, but that aside it was improper to vote on these issues without further advice being sought and as no prior warning had been given of the issues by the Non-Executive Directors. It was hoped that at this stage the Board would be discussing what has been achieved as opposed to sitting round a table going through issues such as this which only indicates that the Board has not collectively, corporately or in any other way achieved the kind of things that the modernisation process had in mind. The Chairman went on to state that she was always willing to use the expertise of the Non-Executive Directors but as before even one Board Meeting had been held she was asked to resign that had been impossible to achieve.

The issues that the Non-Executives had asked for a vote on relate to the management structure and line management of the Chief Executive, but it is totally customary for the Chairman and Chief Executive to work together and for the line management of the Chief Executive to go to the Chairman and even though the Non-Executives are the majority and therefore can out-vote the Chairman every time. The Chairman did not feel that this was an appropriate setting for indulging in this matter and felt that this is

an issue for further advice. The Chairman felt that a vote without any prior warning or discussion to change the line management relationships, which are traditional and straightforward, is entirely inappropriate. The Chairman stated that she would relish a complete and open discussion but the behaviour of the Non-Executive Directors had made this option impossible.

The Chairman said that the modernisation plan was brought in to develop the organisation in a way that was felt to be beneficial to its members but it has not worked out that way.

Carola Babcock went on to say that was why free expertise was brought in from different business areas to compensate for the very thin management structure and at no point had the Chairman or the Chief Executive utilised that expertise but had created an unbalanced and uninformed Board that was putting the members interests at risk in her opinion.

The dates of the Chief Executive reviews were questioned as well as the Chairman's honesty in relation to the objectives, given that the Non-Executive Directors were not consulted. Carola Babcock went on to ask whether the Chief Executive had regular conversations with the Chairman, it was confirmed that he does, as she stated that the Non-Executive Directors have not received any communications regarding these conversations even though the Chairman is copied into every communication sent by any one of the Non-Executive Directors. The Chairman responded that this was definitely not the case. In terms of the Chief Executive's objectives, the Chairman accepted that she could have discussed the details of the objectives with the Non-Executive Directors before formalising them. However as the call for her resignation came on the eve of the first Management Board meeting, from then onwards it had been impossible to conduct communication in any meaningful way. The Chairman did accept that prior to that time the Non-Executive Directors could have been consulted, although that is not the practice she is accustomed to as Chairman of other Boards.

Jim Robinson pointed out that the Business Plan was circulated to everyone, included in their induction packs, and that he is still working towards the strategic plan. He has consulted with the Non-Executive Directors regularly and gave the following examples:

- Carolyn Baker regarding HR issues
- Ada Parr regarding the Communications Plan although Ada Parr has since withdrawn her offer to write the Communications Plan
- Carolyn Baker regarding procedures eg - Grievance Procedure

Carolyn Baker stated that she was sidelined over the letter to Pauline Perla and the Compromise Agreement but acknowledged that Jim Robinson did provide a copy of the Grievance procedure after the last meeting and that she has since changed it to comply with current legislation.

Jim Robinson stated that the procedures he had written had been done having sought advice where needed from other sources. Carola Babcock stated that she thought that this was

inappropriate as money was being wasted by seeking external advice. Jim Robinson stated categorically that external people were not being paid for advice.

The Compromise Agreement was drawn up because following the meeting in Leeds, Carolyn Baker had questioned why a Compromise Agreement was even needed and emails are available to verify this, however Jim Robinson felt uncomfortable that such an Agreement was not in place, therefore submitted the Agreement which was subsequently agreed.

Mike Hall responded on the question of the supposed lack of provision of financial information, he felt that it was quite obvious that the Non-Executive Directors lacked understanding of what the Association does. Carola Babcock stated that it was Mike Hall's duty to feed the Non-Executive Directors the information but Mike Hall said that this had been impossible as each meeting was disrupted because the Non-Executives had decided they will not work with the Chairman. At the last meeting he had to hand out his report when leaving the meeting because there was no time left to discuss it as he had already advised the meeting that he must leave at lunchtime. Mike Hall had asked for questions to be emailed to him but he had not been given the opportunity to speak to anyone and that was why the Non-Executive Directors did not know what was being done and have therefore made the unreasonable conclusion that we do not have control.

Jane Longhorn said that the nature of the company changed last year and that we needed to learn as much as possible from historical information of the association and apply best business practice in putting together a budget for the full year given that we had the two income streams and a business plan for the £1.1m from subscriptions which was under our control. If the Board was working well, discussion about what happens next and what the next few years bring should have taken place and what happens if Sport England funding phases down or what happens if subscriptions decline. Scenarios would have been done and a sensible plan would have been put together for post September. If that process had been followed at the front end when the budgets are formed then put to the Board they would have had a better chance of being ratified quickly and supported. Jim Robinson stated that he and Mike Hall put the budgets together for authorisation by the Board. They have both been working flat out which includes having 1-1 meetings with all budget holders and strongly refuted the comment that he does not know anything about the financials of this Association.

Attendance and cost of accommodation by 4 members of the association at the Curtis Cup and other events have been questioned by the Non-Executive Directors. Arrangements for the Curtis Cup were in place before Jim Robinson joined the company but the CEO pointed out that this is a necessary expense as there is an expectation throughout golf that the Chief Executive, Chairman and the President will attend these events on a networking as well as support basis. Even though Jim Robinson attended the Open at Royal Birkdale all his time had been spent in meetings, details of which are detailed in the Chief Executives report. It is a busy organisation at this time of year delivering its outputs in line with the existing strategic plan

prepared by the previous Executive Management and the business plan, in an attempt that the company becomes more commercial.

Jim Robinson felt it unreasonable of the Non-Executive Directors to say that neither he nor Mike Hall consulted with them over issues, when the Non-Executive Directors did not respond to communications but the work had to be done regardless.

Jim Robinson stated that as far as he was concerned the Chairman was his Line Manager but Carola Babcock stated that the Non-Executive Directors felt that this was not working even though Jim Robinson felt it was working extremely well. The Chairman stated that if they would work with her as a Board there would not have been a problem but it was the Non-Executive's choice not to work with the Chairman. The Chairman confirmed that although Ada Parr had agreed to lead on the Communications Policy she had subsequently emailed the Board to reverse that decision. A discussion ensued regarding the reasons why this action was taken.

Jim Robinson informed the meeting that the business was continuing to develop tactics in line with raising the profile of the organisation. He is working very closely with Lyndsey Hewison and Lisa Di Placido and good work is being done in this respect. The strategy that exists at the moment is being worked to. He stated that he is funded to deliver the strategy that exists at the present time. Carola Babcock stated that although this is good news these conversations are being had too late therefore that is why changes need to be put in place.

Jim Robinson advised that the role of the Non-Executive Director is to advise, support and not to control. Carola Babcock said that the role of the Non-Executive is to challenge the administration and to do this they need to have information. Jim Robinson stated that information is sent out as soon as it is available.

The Chairman wished to record that had the Board spent the Board meetings discussing the issues of the business of the Board, a great deal of progress would have been made rather than spending virtually the whole Board Meeting on each occasion in having the kind of discussions and debates that have taken place again today. When it comes to the substantive matters of the Board, Chief Executive's Report, Financial Report etc, these have to be rushed through because time for the meeting is expiring and that is something that everyone should be conscious of when corporate governance issues are being debated. Many hours at each meeting have been wasted going through the difficult issues of the way the Board operates from the first meeting when the resignation of the Chairman was requested instead of taking the opportunity to start building and discussing the matters that really should have been talked about.

Carola Babcock felt that it was the responsibility of the Management Board to resolve Corporate Governance issues. The Chairman asked how a discussion could be held of corporate governance and the problems ensuing when before a formal Board Meeting was held the Non-Executive Directors asked the Chairman to resign. Therefore at each meeting the same ground

had been continually revisited as the Chairman had stated that she would not resign.

Following discussion of the matters at the Board meeting, Carola Babcock called for votes on the following: The Chairman requested that it be minuted before the vote is taken that these matters relate to discussions that have taken place outside the Board and without any prior contact with the other members of the Board, namely the Chairman, Chief Executive and Company Secretary. The discussions were only between the four Non-Executive Directors and therefore the Chairman did not believe that the Board had the ability to make these decisions but it was understood that the Non-Executive Directors would vote accordingly.

- Change of the reporting line of the CEO in order to gain more transparency at Board level, to be changed from the Chairman to one of the Non-Executive Directors. Carolyn Baker was asked and accepted to take on this responsibility.

Vote: 4/3 carried

The Chairman stated that she did not agree that this could be done within the terms and conditions that exist. Jim Robinson also questioned whether this could be done as it was effectively a change to his contract. Carolyn Baker informed Jim Robinson that he has no employment rights until the term of his employment exceeds 12 months.

The Chairman stated that what had happened at this meeting highlighted the main faults of the Memorandum and Articles of Association in that four Non-Executive Directors are allowed to impose their will and change the way that the organisation operates. In her view, the Non-Executive Directors were not independent in terms of the collective views that are agreed outside any formal meeting or discussion that takes place in those meetings.

- Change to place additional controls on the Chairman's role. Ada Parr recommended that control of the Chairman's attendance at events should be with the Non-Executive Directors. This recommendation was seconded by Jane Longhorn.

It was agreed that all Invitations extended to the Non-Executive Directors and the Chairman are discussed a decision taken on who is best to represent the organisation at each function, Carolyn Baker pointed out that in the main the President should represent the company. She went on to state that Sue Whittaker is Chair of the Board and is not Chair of the Company and wished to draw that distinction, therefore Sue's attendance at events is a representation of the Management Board and not of the company therefore attendance at these events should be discussed by the Management Board as a whole.

Jane Longhorn asked that the Chairman agree to these changes without having to put it to a vote. The Chairman

stated that under no circumstances whatsoever did she agree with the way in which the Non-Executive Directors had changed the reporting line between herself and the Chief Executive. No problems had ever existing in advising of the events to which the Chairman had been invited, there had been very few and the additional events that she had attended were those of particular interest because they were being held in her area or were in the interests of the association, just as the Non-Executive Directors would have probably attended events in their own areas. Therefore if the Chairman does choose to attend an event it was not necessary relevant to inform the Non-Executive Directors.

Carola Babcock stated that it is not just a matter of event attendance but also a matter of cost. The Chairman said she had no problem advising of personal invitations received as the Chairman of the Management Board other events that are attended out of interest for which no charges would be made to the organisation for attending were purely a personal issue.

The Chairman agreed that the Non-Executive Directors would be advised of any official invitations received in her capacity as Chairman of the Management Board and the Non-Executive Directors agreed to do the same.

Carola Babcock proposed that the board establish a remuneration and nominations committee. Discussion on this was deferred to item 11a on the agenda – Sub Committee/Working Group Membership: Remuneration and Nomination Committee. The Chair reminded the meeting that this has been on previous agendas but not addressed.

5. Sport England Submission and Implications

Roger Moreland joined the meeting at this point to give his presentation.

The Chairman introduced members of the Management Board and Roger Moreland gave the Board an overview of his background.

The Vision for Golf, which was put together across Golf following open forums across the country and consultation, it was discussed what needed to be done within the next 4 years, taking the game to 2020 from when the current Whole Sport Plan was written and when support was gained from Sport England, after which the England Golf Partnership was established. The Partnership managed to change Sport England's view that golf should be one body to be supported. The Partnership persuaded Sport England that it would be better set up as a partnership which enabled the Partnership to benefit from the expertise that existed across each of the golfing organisations to work towards one co-ordinated plan for golf development.

The programme of development is managed by Richard Flint at the EGU and the development officers, EGU and EWGA, work together to run a programme of development for men's, women's and junior golf. This is a good step forward as it has provided simplicity and clarity for clubs. The Development Officers work with clubs on Golf Mark and County Golf Partnerships with the Golf Foundation Officers concerning the school and community

area.

Roger went onto review the Whole Sport Plan for Golf Impact Report 2005 – 2008 which had been previously distributed to all members of the Management Board.

The next phase, 2009 – 2013 will be about consolidating what work has been done already but also about sustaining the momentum that has built up. The key points are:

- Consistency
- Modified forms of the game – 18, 9 holes.
- Female Participation, at present ranked 29<sup>th</sup>
- Strategic direction for the next four years

The next phase is about outcomes rather than numbers based but progress will be monitored. Sport England looking for:

- Player pathway
- Numbers of growth
- Well defined development system in place
- Golf Club development
- County Golf Programmes
- Schools programmes

The number of sports being supported by Sport England has risen from 31 to 46.

There will be one funding stream for each sport. Timescales are – interim submission by 29 August and final submission by end September. Following an internal assessment, the outcome should be known around December. The National Partner funding is for organisations such as Sports Coach UK, Women's Sports Foundation, and Child Protection etc.

The main thing is how we align with Sport England's objectives and Roger Moreland is confident that what has been done so far is in line with these objectives.

The Chairman thanked Roger Moreland for his detailed and informative presentation and the Non-Executives offered their help if thought appropriate.

6. Minutes of the Meeting  
Held 21 May 2008

As per the vote taken earlier, the revised draft minutes produced by Ada Parr were reviewed. The Chairman stated that whilst she did not believe this was the most appropriate version a page by page review was carried out and the minutes were approved by the board as a true and accurate reflection of the meeting

7. Chairman's Report

The Chairman had attended the Curtis Cup as advised and although the result was disappointing it did give an opportunity to meet with counterparts from other organisations, including American connections. The Chairman had also attended Northern Match Week and the British Women's event at North Berwick.

The final appraisal on objectives of the Chief Executive has been completed as the probationary period was about to come to an end. The original objectives were based on the original business and existing strategy plan prepared by the previous management.

The Chairman had asked for input from the Chairman of the Operational Board, Ruth Whitehead, as the Chief Executive also worked with that Board and Ruth had been on his appointments panel. She commented that in her view the Chief Executive had exceeded expectations on his delivery. Going forward, as previously reported, Carolyn Baker will pick up these objectives and future appraisals will be done on a 1 to 1 basis with input from the Board and possibly Ruth Whitehead. For the future, expectations will be documented for agreement by the Board.

8. Chief Executive Report

Jim Robinson's activity report had been previously circulated but he outlined the main points of his report to the Board. The draft Expenses Policy had also been previously circulated and needed discussion and decision on mileage rates as these differ throughout the organisation and are not consistent with Revenue and Customs recommendations. Other areas of the policy are still to be agreed.

Several internal and external meetings have been attended as stated in the report as well as 1-1 budget meetings with all budget holders.

Following discussions Jim Robinson had with John Petrie of the EGU it was suggested that a small working group may be set up, prior to reopening discussions with the EGU, in relation to a merger and that no pre-conditions should be attached to any merger talks.

Jane Longhorn felt the first step was to establish the working party from this Board and suggested this group should consist of Ada Parr, Jim Robinson and herself. Jim Robinson felt that any working group should include the Chairman and after further discussion this was agreed.

Regarding external meetings, Jim Robinson said that sponsorship is being progressed and a marketing strategy is in the pipeline. Carola Babcock recommended that a working group should be set up to look at marketing and sponsorship. It was agreed that a Marketing and Commercial Strategy is to be written and the Chairman was happy that Ada Parr should take the lead on this with input from the Chairman.

9. Items for Discussions and Decision

a) Website Tender – A discussion paper had previously been circulated to the Board but the Board was not comfortable at the present time in signing off any spend. The matter was deferred to the next meeting.

15.30 hrs - Jim Robinson left the meeting at this point.

b) Draft Expenses Review – This item had been covered in 8) above.

c) Minutes for the Website – The Memorandum and Articles of Association state that Minutes of the Management Board Meetings should be made available on the EWGA website, subject to the confidentiality policy. Carolyn Baker was asked to draw up a Confidentiality Policy and to review the Minutes to remove all business sensitive issues from previous minutes in order for them to be placed on the website. A conference call will

take place on Thursday 14 August at 0830 hrs to approve the confidentiality changes to previously agreed Minutes. The Chairman did have reservations and was uncomfortable about the minutes of today's meeting being approved via conference call but it was agreed to do so.

d) Correspondence Protocol – discussion deferred

e) Remuneration and Nominations Committee –The Non-Executive Directors felt that this Committee should be made up of Carolyn Baker (Chair), Ada Parr and Jane Longhorn. The Chairman made it clear it is most unusual for the Chairman not to sit on this Committee. An appraisal form is to be emailed to members of the Board. The Non-Executive Directors also stated that the Remuneration and Nominations Committee would sign off the Chairman's expenses in future rather than the CEO. Carola Babcock stated that in her opinion, it is recommended good governance practice that the Chairman is not a member of this committee for this reason and to ensure independence from the executive management of the company. The Chairman stated that she felt it was an unusual practice for the Chairman not to sit on this Committee especially as the Committee is responsible for discussing and fixing pay for Executives but agreed that the Committee comprise of Carolyn Baker, Ada Parr and Jane Longhorn.

Mike Hall distributed a paper showing pay award scenarios and the costs involved. Jane Longhorn requested that the Chief Executive provide a framework to help with decision making and Carola Babcock commented that the Strategic, Operational and Financial Plans make up the framework that should be followed.

f) Memorandum and Articles of Association - It was reported that under Article 11 of the Company's Articles of Association, individual members of the Association are Non-Voting Members and as such are entitled to receive notices of General Meetings. Under Article 11, notices may be served by the Association upon any member either by personal delivery, sending it through the post or using electronic communications. It was not the intention of the Management Board that individual members should receive individual notice of General Meetings, but that these notices should be disseminated through the Clubs of which they were members. Accordingly, there was presented to the meeting a form of written resolution for the purpose of amending the articles of association so that notices of general meetings could be conveyed to members by display on the notice boards of the clubs to which they belonged and it was resolved that the resolution be approved and circulated in accordance with the provisions of the Companies Act 2006 to each of the County Associations, being the Voting Members of the Association for approval and signature.

g) EWGA Network – Partnership Proposal – Meetings have been held to review the potential for a collaborative partnership. It was agreed Jim Robinson would involve Ada Parr in these discussions.

10, To Receive the Finance Report

Mike Hall issued the Variance Analysis from January to May 2008. The Board requested that the financial reports be

distributed in advance of any Board Meeting to allow adequate discussion and decision making.

Mike Hall reported that there is very little change and figures have now been firmed up regarding Compliance with Sport England. An expected loss of approximately £68,000 is shown,

Carola Babcock highlighted Marketing, Travel, Communications and Publications as areas where measures should be put in place to bring costs down and requested that the executive management present cost reduction initiatives to the Board. Carola Babcock also requested a breakdown of costs of Professional fees and Consultancy for initiatives including Health and Safety Policy, Trademarks, legal fees and the costs associated with implementing the 9 hole SSS. Mike Hall explained that most of these costs are exceptional and therefore could not be reduced. A meeting with Mike Hall and the Audit Committee via conference call is to be arranged to go through the financials in more detail.

MH

11. Any Other Business

It was suggested that working groups to deal with the AGM and the Memorandum and Articles of Association should be set up.

The Non-Executive Directors requested that all papers for future Management Board meetings should be delivered to them seven days prior to the meeting.

The meeting was closed at 16.40.

12. Date of Next Meeting

The next meeting of the Management Board is scheduled for Friday 25 September 2008 at 9.30 hrs in the Board Room at the EWGA Offices. Apologies were received at the meeting by Jane Longhorn and Ada Parr and therefore an alternative date will be considered