

ENGLISH WOMEN'S GOLF ASSOCIATION

Minutes of the Meeting of the Management Board held on Wednesday 2 April 2008 in the EWGA Board Room, 11 Highfield Road, Edgbaston, Birmingham B15 3EB at 09.00 am

Present: Ms S Whittaker Chairman
Mr J Robinson Chief Executive
Mr M Hall Accountant/Company Secretary
Mrs A Parr
Mrs J Longhorn
Mrs C Baker
Mrs L Walker Minutes

Action

1. Chairman's Remarks and Apologies

The Chairman opened the meeting stating that although Carola Babcock had requested to join the meeting via Skype connection the relevant details had not been provided to the office. Carolyn Baker advised that Carola Babcock had provided the details direct to her and a connection could be made if necessary.

Apologies –Carola Babcock

At this point Carolyn Baker issued a vote of no confidence in the Chairman and asked that Sue Whittaker resign from the Board with immediate effect. The proposal was seconded by both Ada Parr and Jane Longhorn.

The Chairman provided the following statement:

“Last night, Carolyn Baker, Jane Longhorn and Ada Parr advised me that they had no confidence in me as Chairman and were not prepared to continue working with me. They said their views were shared by Carola Babcock, who is in South Africa, they asked me to offer my resignation at this morning's meeting.

I agreed to consider their demand overnight. While they had spent time talking together to formulate their views there were only 12 or so hours left to me to consider my position in time to meet their deadline.

Unfortunately I was unable to contact my husband or my son, who is in the Middle East. I was therefore unable to seek friendly advice and counsel.

As the Memorandum and Articles state that resignations must be in writing to the Association and that all Non-Executive Director appointments require ratification by the voting members at an AGM, a process which I do not believe has yet taken place, I propose to discuss the matter with my family on my return and write to the Association within ten days”.

Carolyn Baker stated that as far as she was concerned she had proposed a motion which had been seconded by three other members of the Management Board. The Chairman responded that she had no intention of removing herself from the Chair and suggested that the members of the Board call an EGM.

At this point Carolyn Baker, Ada Parr and Jane Longhorn left the meeting stating it was not their intention to continue whilst Sue

Whittaker remained in the Chair.

As the Meeting was now in-quare the Chairman closed the meeting and will recall the meeting at a later date.

The Chief Executive sought the advice of the Association's solicitors on the situation.

2. Solicitors Advice

Members of the Board met to hear the advice on the way forward from Kevin Groome, solicitor in charge of the Sports Unit at Bates, Wells and Braithwaite, who joined via conference call.

Kevin Groome stated that the Chairman had been validly appointed by the appointing committee in accordance with the Articles of Association as were the Chief Executive and Non-Executive members of the Board.

The vote of no confidence has no constitutional effect on the Association and any grievance can be put on record within the Minutes of the Board Meeting but in order to consider the grievance there has to be a full and open discussion between all members of the Board. The Chairman may only be removed from the Board either by her own volition or by the voting members of the Association and not purely by the Management Board Members.

Ada Parr wished to clarify that the non-executive members were not suggesting that there had been any impropriety as to how the Chair was appointed, the issue in question was the inability of the four non-executive members to work with the Chairman. Kevin Groome reiterated that on that basis it would be possible to convene a meeting at which the issue should be discussed openly and frankly. If the matter cannot be resolved at the meeting then the Association's members must be invited to vote on the matter at an EGM.

Jane Longhorn raised the following questions:

- On what basis is the removal of directors to be voted on by all members
- The Management Board have a duty of care to the best interests of the Association. As the four non-executive directors are volunteers, what is the best way forward

Kevin Groome replied as follows:

- Article 100 is relevant Particularly 100.3 and 100.5 – the Chairman resigns voluntarily or on a majority vote of the voting members.
- Duty of Care – The way that duty is exercised should be in the best interests of the Association.

Carolyn Baker asked what would happen if an EGM is not possible as it is understood that a 75% vote is required.

Kevin Groome advised that a Resolution to remove a Director has to be passed by the voting members at an EGM or AGM. Management Board or 9 Counties can instruct the Company Secretary in writing to call an EGM.

Ada Parr asked whether the proxy letter received from Carola Babcock could be used if a new meeting is called. The Proxy letter was read and Kevin Groome was of the view that Carola Babcock should be present in some form, either personally or via conference call, should a further meeting be called.

Mike Hall asked if it was his responsibility as Company Secretary to give notice of further meetings, if so, should he resign from the position of Company Secretary whose responsibility would it be to call another meeting of the Management Board

Kevin Groome advised that should Mike Hall resign as Company Secretary in accordance with Article 103 by letter ratified by the Board, his employment as Accountant would not be affected. The Board would need to appoint a new Company Secretary before another meeting could be called.

Carolyn Baker asked what the situation would be if the new Company Secretary was in South Africa. Kevin Groome advised that the Company Secretary appointed should be someone who is separate from the four Non-Executive Directors. If one of the existing Non-Executive Directors was appointed then another Non-Executive Director would need to be appointed by the Appointments Board.

At this point Carolyn Baker, Ada Parr and Jane Longhorn left the meeting to seek their own legal advice.

At 12.00 noon the Management Board reconvened in order that the Non-Executive Directors, through Jane Longhorn, could set out the options they felt were open to the Chairman, these being:

- The Chairman could stay in position and take the matter to the members of the Association at an EGM. Jane stated that this would be both unpleasant and embarrassing as the reasons for the no-confidence vote would have to be set out to the members. She felt it would also be costly and disruptive.
- The Chairman could resign, if this were to be the case the Non-Executive Directors offered to smooth over the resignation with regard to the members and general public via press release.
- Chairman and Non-Executive Directors could resign. Jane felt this would raise questions about the Association and could make replacements difficult.
- The Non-Executive Directors could resign. Jane Longhorn stated that this would not happen.

Jane Longhorn asked the Chairman to consider the options and not to damage the Board or the Association. The Non-Executive Directors felt that 10 days was too long to wait for the Chairman to consider her position and although it is understood that time should be taken to talk to family, asked that a decision be made as soon as possible.

The Chairman reiterated that she would respond in writing with her decision within 10 days and that in making the decision the interests of the English Women's Golf Association would be

paramount.

Due to the circumstances of the meeting it was agreed that only the items on the original Agenda needing an immediate decision would be discussed.

5e) Memorandum and Articles 27 Update

The Articles of Association state that in order to hold an EGM or an AGM members are to be notified by letter to home addresses or to club addresses or by email. The Association does not hold this information and therefore, following advice from Solicitors, Jim Robinson asked for Board approval to the following actions:

- Further discussions between EWGA and Bates, Wells and Braithwaite to take place to investigate the option to include in the Special Resolution the option for the publication of notices and/or corporate documentation on the website. These to be included in the Special Resolution if allowed.
- A paper to be presented at the meeting of the Operational Board, scheduled for 9 April 2008 for implementation at Regional Meetings as soon as possible
- Once the Resolution is passed that the Articles be amended in line with the Companies Act 2006.

The Regional Chairmen will be requested to provide the dates of all Regional Meetings to establish whether 75% of votes can be achieved within the 28 day deadline period.

The Board approved the actions going forward.

6 Finance Report

2007 Accounts: Mike Hall confirmed that the accounts for the 15 months October 2006-December 2007 had been signed and were ready for posting onto the website. It was agreed that no commentary would be included on the website with the accounts, but Mike Hall would answer any queries as necessary.

Mike Hall was thanked for his work on the accounts and ensuring that the final profit figure was in line with forecast.

2008 Accounts: A paper was issued which compared the actual and budget figures for the period January-February 2008 and also the 9 month budget and 9 month forecast figures.

a) Year to Date - The staff costs were running higher than the original budget due to changes in personnel. There had also been an invoice received for £5,000, after the books had been closed for year-end, in respect of the Modernisation Review in 2007. There were savings in other areas, but overall year-to-date we are showing a profit of £40,259 v a budgeted profit of £43,467.

b) 9 month Forecast - A 9 month forecast for the financial 'year' from January 2008 had been prepared taking into account all known changes since the original budget had been set. Overall it showed that the budgeted loss for the 9 months would increase from a budgeted loss of £7,400 to a forecast loss of £40,900. If there are any other changes throughout the year this forecast will change. The reasons for variance were, primarily staff costs, which include an ex-gratia payment and higher consultancy fees,

due to several projects that have been agreed that were not in the budget.

It was agreed that Mike Hall would circulate a spreadsheet showing the combined 15 month results with the 9 month forecast and showing an average 12 month figure that will make comparisons with previous or future years more meaningful.

Mike Hall confirmed that he will produce a profit forecast for the next few years for the next meeting, together with a comparison with the forecast figures shown in the Board Induction Pack.

Mike Hall will also discuss cash flow requirements with Carola Babcock.

7a) Website Tender

The tender was sent out to 7 companies and 3 were received. Costs for the work range from £19,000 to £100,000. A colleague of Ada Parr's will review the tenders. Birmingham University have looked at the tenders and they felt that the cost should be in the region of £42,000.

The Board was asked to consider the following:

- Await the response from independent reviewer (AP)
- Seek a third option from an independent source
- Subject to confirmation of brief/submission match, arrange a post tender negotiation meeting with the two lowest tenders
- Delay the start of the project to 1 October 2008 due primarily to operational pressures and lack of budget in this financial year.

The Board approved the above proposals.

7c) Uvostat/Uvisport Update

The Chief Executive had prepared a paper giving the details of an opportunity for the development of a commercial relationship between EWGA and Uvostat. Uvostat are keen to take the lead with sports associations in educating sports people on the dangers of frequent sun exposure and how they can still enjoy their sport by taking very basic and easy precautionary steps.

Uvostat have a deal with the EGU for the use of the EGU logo and the Chief Executive will follow this up on behalf of EWGA.

The Board gave its approval to move this initiative forward.

9c) Health and Safety Policy

The Health and Safety Policy has been redrafted and distributed to the Board. It is felt that accountability is now clear within the policy.

Some amendments were made and these will be incorporated into the Policy and the document is to be presented to the Health and Safety Committee at the meeting scheduled for 9 April 2008.

The mobile phone policy will be looked at again with regard to the use of mobiles in an emergency situation.

11. Pauline Perla's Leaving

The Chief Executive reported that all documents in this respect

Package

have been signed off, and all relevant cheques have been issued. The Management Board wished Pauline Perla well for the future.

13 Date of Next Meeting

The next meeting of the Management Board is scheduled for Wednesday 21 May 2008 at 0900 hrs in the Board Room at the EWGA Offices.

As there were no further items that needed immediate action, the Chairman closed the meeting