

ENGLISH WOMEN'S GOLF ASSOCIATION

Minutes of the Meeting of the Management Board held on Thursday 21 May 2009 in the EWGA Board Room, 11 Highfield Road, Edgbaston, Birmingham B15 3EB at 12.30 pm

Present:	Ms S Whittaker (SW)	Chairman
	Mrs E Earnshaw (EE)	EWGA President
	Mr A Kean (AK)	Non-Executive Director
	Ms C Owens (CO)	Non-Executive Director
	Mr B Richards (BR)	Non-Executive Director
	Mr J Robinson (JR)	Chief Executive
	Mr J Green (JG)	Finance Director/Company Secretary (part)

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| 1. | <u>Chairman's Remarks & Apologies for Absence</u> | The Chairman welcomed everyone to the meeting. Apologies for absence had been received from Sylvia Perrins (SP) | |
| 2. | <u>To Approve the Minutes of the Last Meeting</u> | The minutes of the meeting held on 31 March 2009 were approved and will be signed at the next meeting. | |
| 3. | <u>Matters Arising</u> | a) Support from Sporting Contacts – AK had spoken to his contacts at Glenmuir and Addidas in an attempt to gain support to supply playing uniform for our England teams. However, JR has also made contact with these companies and a meeting has been held with Glenmuir. Contact with Addidas is via Melissa Reid's Agent. It is hoped that a 2-3 year deal can be struck to enable EWGA to hold less stock. AK felt confident that a supplier can be found. | AK/JR |
| | | SW asked AK to give a presentation at the next Management Board meeting on the American Collegiate Golfing System and the process for English players wishing to study and play in the USA. | AK |
| | | b) Local Solicitors – This matter is on-going. BR explained that this process is not quite as straight forward as he first thought but he has been in communication with JR concerning two firms in London and two companies in Birmingham. The problem has been that EWGA has a potentially wide ranging need for legal advice but overall it's legal spend is relatively small. Accordingly, as a client it's not sufficiently attractive to the larger firms possessing the full range of expertise to meet all EWGA's requirements. | BR/JR |
| 4. | <u>Chairman's Report</u> | c) Volvo – JG is now close to finalising this matter, a final analysis is being done to ensure that this deal is the correct way forward for the Association. In cash and accounting terms this is a good deal providing it does not become inflationary.
The merger talks will be covered in the Chief Executive's report. The Chairman has attended the English Close Championship at Lindrick which gave a good networking opportunity. SW has also attended Midlands North and South West Regional Meetings, the main questions to come out of both meetings surrounded the proposed merger with the EGU. SW and EE had been invited to the EGU Presidents Day at Woodhall Spa, a most enjoyable day. | |

SW reported that an email from Margaret Berriman to the

members of the Management Board regarding the appointment of the 2010 Chairman of the Operational Board had been received. The process and appointment will need to be discussed later in the year.

5. Chief Executive's Report A detailed report had already been distributed to the Board. JR went through the main points of the report.

Update on EGU/EWGA Merger talks – BR and JR are due to meet with John Petrie, EGU Chief Executive to review a Governance paper on the proposed merged organisation. BR stated that the purpose of the paper was to prompt ideas that can be presented to the steering group at their meeting at Royal Birkdale. It is felt that we should be looking towards a new organisation that will deliver for golf and that will be structured accordingly. JR felt that an overall 'umbrella' should be set showing what is going to be done for the good and success of golf in the future and that a project time plan should be put in place.

BR/JR

Replies to the questionnaires asking for Counties' views on a merged organisation are now coming back and being collated.

Whole Sport Plan – JR distributed a summary document of the award agreement. The contract has still not been signed and no funding has been received. It is essential that everyone is aware and understands the outcomes to be delivered, in particular in Sustain, which is the satisfaction measure. A satisfaction survey will be sent to 300 players/participants/administrators in golf clubs, carried out by Ipsos Mori but there is no guarantee who the recipients of the survey will be, ie non-affiliated clubs or golf ranges. The Excel category is measured by players off scratch or better but targets are still to be confirmed.

The plan also states that reasonable endeavours should be made to amalgamate with the other governing body (EGU). JR has spoken with Roger Moreland to ascertain whether other sporting bodies have this written in.

Marketing – Chrissie Owens, Lyndsey Hewison and JR have been working on the new brand guidelines, JR presented the new logo's which it is expected will give a more modern and vibrant look to the Association and will also be compatible with the new website.

BR enquired who held the rights to the use of the Cross of St George on the England Golf logo. JR confirmed that England Golf partnership owned the rights, but BR felt this could be a significant factor if unions were to merge provoking a subsequent name change.

The website design is still on going and the content of the Home Page is now agreed.

Talks are still continuing with Invesco who are considering becoming our first 'big partner', although progress is slow as the recession has hit most financial businesses.

A meeting has been held with Golf Australia, useful information came out of that meeting regarding the recent merger of the women's and men's unions.

A questionnaire has been set out to all Club Delegates to gather feedback on the proposed new scratch competition, culminating in a 'Champion of Champions' final. A 9 hole competition for club golfers is also being considered.

EWGA is to produce a diary for 2010, similar to that previously sold by the LGU. This will contain useful information about the Association and the Trust and will carry several colour advertisements from our sponsors. All profits from the sale of the diaries will go to EWGA Trust.

6. Finance Report

JG presented his finance report, a copy of which is attached to these Minutes.

The half year figures show total income, expenditure and surplus on target. The full year subscriptions forecast (including April and May) is £1.237m and there are 143 clubs that have not yet paid their subscriptions (at 12th May) which represents about £50k of net income still due. Current forecasts, which are continually being revised, show a profit of just under £40k for the full year.

A balance of £20k is available within the 'ring fenced pot' (RFP) at the end of April. These funds can only be used for certain activities and a proposal will be made in respect of the Public Liability Insurance for the Counties being paid for out of this RFP

Previous EWGA Trust grants awarded have equated to more than that received in donations. JG outlined the intended use of bursary funds, in particular the rules for use of the interest on the capital sum. No individual grants were awarded at the April Trust meeting and it will be recommended that individual grants are again not awarded at the June Trust meeting or until this matter has been resolved. JR is to review the Trust Deed before any further decisions are made.

Insurance – The Association's broker has been changed to Towergate Insurance Brokers for all insurance policies. They have provided increased cover for lower premiums. Towergate has offered a blanket Public Liability Insurance to cover all Counties which will give the same cover for all and will cost less than policies at present in place by the Counties. The proposal will be discussed at the next Operational Board.

JR

Voting Procedures - The last meeting of the Voting Procedures working group was held at the end of March and, following feedback from the working group members, an updated set of Articles are being written. This work is taking longer than anticipated because of other work commitments within EWGA however it is planned that, following ratification at the AGM in January next year, the Association will lodge the changes with Companies House direct, thereby avoiding the need for solicitors involvement. Following the agreement of the changes by the Working Group they will then be incorporated into the AGM notifications. JG is continuing to follow up with Bates, Wells and

Braithwaite issues surrounding their invoicing for the original work done on the Memorandum and Articles of Association.

Website Development – this is progressing well, as discussed in JR’s report. The website development is on time and to plan but testing and data migration is of utmost importance. No payment has yet been made to Nemisys but it has been agreed to pay a quarter of the costs at the end of each set of three months and retain £4k to cover ‘snags’

JG

2009/2010 Budget – The budget process for the next financial year will start following the issue of the 9 months management accounts in July. Staff salary reviews will need to be looked at in the coming months.

7. Items for Discussion

EWGA Trust – Covered in item 6 above.

8. Marketing and Communications

a) Update on the Marketing Plan – CO is to present the Marketing Plan to the Operational Board at their next meeting.

All other items had been discussed earlier in the meeting.

9. Governance Issues

a) Merger progress – this item was covered earlier in the meeting under the Chief Executives Report.

b) Voting Procedures Group – this item was covered earlier in the meeting in the Finance Report.

c) Non-Executive Directors’ Letters of Appointment – BR reported that Mike Townley of Bates, Wells and Braithwaite, had agreed that the way in which the Non-Executive letter is formed means that each NED will be in office for a 3 year term. The Board need, therefore to agree the mechanisms of this as originally it was anticipated that the NED’s would have staggered terms of office to ensure consistency for the Board. Any changes will need to be incorporated in the Memorandum and Articles of Association for agreement at the AGM in January. JR agreed to produce the letters for each individual Non-Executive Director. SW thanked BR for the work done on this matter.

JR

d) Appointment of President 2010-2012 – This matter has been discussed by the Operational Board who had asked the current President to put forward nominations for her successor, as had been done in the past. Before providing her nominations, Elizabeth Earnshaw stated that as the President is a figurehead of the Association it should be ensured that she is well briefed on EWGA matters to enable her to carry out her duties successfully. It was agreed that the chosen President should be able to reflect the Association in its current form – post modernisation review not pre-modernisation. EE gave her long list of nominations to the Board, outlining the background and achievements of each nominee.

It was felt that EE should be given a little more time to consider her nominations. Following further discussion by the Operational Board a short list will be submitted to the Management Board for the final decision. The selected nominee will then be approached.

e) Resolutions for 2010 AGM – An updated set of Articles are in the process of being written for ratification at the AGM in January. Any Resolutions to be voted on at the AGM must be with Counties in October to enable them to discuss them at County meetings. JR stated that any proposed increase in subscriptions, county subscriptions and club levies must be considered early enough for inclusion in the amendments to the M&A's.

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| 10. <u>Risk Management</u> | Risk Register – Although BR and JR have had discussions, this matter is on-going. | BR/JR |
| 11. <u>Health and Safety</u> | There were no Health and Safety issues to report. | |
| 12. <u>Any Other Business</u> | At the January Management Board meeting it was agreed to hold a joint meeting with the Operational Board. The Chairman proposed that the next scheduled Management Board meeting – 23 July 2009 should include the joint meeting. The two main agenda items would be Merger issues and the roles and responsibilities of both Boards and the ways they should work together. It was agreed that the joint meeting would start at the earlier time of 10.30 am and the Chairman would speak to Margaret Berriman, Chairman of the Operational Board, accordingly. | SW |
| 13. <u>Date of Next Meeting</u> | The next meeting of the Management Board is scheduled for Thursday 23 July 2009 at 1030 hrs in the EWGA Board Room, 11 Highfield Road, Birmingham B15 3EB. | |