

ENGLISH WOMEN'S GOLF ASSOCIATION

Minutes of the Meeting of the Management Board held Thursday 4 February 2010 in the EWGA Board Room, 11 Highfield Road, Edgbaston, Birmingham B15 3EB at 1300 hrs

Present:	Ms S Whittaker (SW)	Chairman
	Mr B Richards (BR)	Non-Executive Director
	Ms C Owens (CO)	Non-Executive Director
	Mr A Kean (AK)	Non-Executive Director
	Ms S Perrins (SP)	Non-Executive Director
	Mr J Robinson (JR)	Chief Executive
	Mr M Hall (MH)	Finance Director (Interim)

In Attendance

Mrs L Walker

Minutes

- | | | <u>Action</u> |
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| 1. | <u>Chairman's Remarks & Apologies for Absence</u> | The Chairman welcomed everyone to the meeting. No apologies for absence were recorded. |
| 2. | <u>To Approve the Minutes of the Last Meeting</u> | The minutes of the meeting held on 26 November 2009 were approved and signed by the Chairman as a true record. |
| 3. | <u>Matters Arising</u> | <p>a) Appointment of Solicitors – Blythe Liggins, a local firm based in Leamington Spa, has been appointed .A representative from the firm attended the EWGA AGM. It is felt that this firm will provide a more cost effective service and be more accessible than their predecessor based in London.</p> <p>b) Merger Meeting Minutes – It was agreed that members of the Management Board will be given these Minutes in the strictest confidence.</p> <p>c) EWGA Investments. BR commented that a review of our investment strategy should be undertaken so that we can better determine whether it is appropriate to continue with our investment fund being wholly invested with CF Midas in their balanced income fund.– He is meeting Cheviot Asset Management to discuss our approach to investment management.. SP will supply names of IFA's to JR for a similar purpose.. MH supplied current statements of investments for both EWGA and the EWGA Trust. He will be providing further details of the income earned and further units acquired since the initial investments were made. In addition to our investments we have non-operational cash from time to time which can be placed on deposit for limited periods. Approximately £600k is presently in that category and MH recommended placing it on a 3 month deposit, which would give interest of approximately £400. This was agreed. JR pointed out that EWGA is also responsible for handling and investing the EWGA Trust funds. . JR also reported that Elizabeth Earnshaw will be added to the current EWGA Trust Trustees, Kirstie Jennings and Jim Robinson.</p> |

BR
SP

4. Chairman's Report

a) LGU Report – SW had previously distributed a report of the LGU AGM – the main points being

- The LGU Resolution also voted upon at the EWGA AGM was unanimously agreed. SW thanked all those involved in clarifying the proposal for our members
- Beryl Davies is to be interim Chairman of the new LGU Board. The post is to be advertised with the interview panel being made up of a representative from all national organisations plus an independent professional.
- Jane Brown is to become the Finance representative on the new LGU Board.
- The final transfer to the new organisation will be 31 March, resulting in a shorter accounting period in the first period of operation.
- Staff will be transferred to the new organisation on the same terms and conditions in accordance with TUPE.
- The LGU AGM will continue in the same format with dinner the night before, the next meeting to be held in Glasgow and likely to be in February 2011.
- The LGU will build its financial model in 2010. The continuing trend in the ratio of subscriptions to earned income will continue, with a self funding position being reached by 2020 latest.

b) Joint Meeting – the second joint meeting of the Management and Operational Boards was held on 14 January which went well with positive feedback. It was hoped to have two joint meetings a year – January and July – with, the July meeting considering the following year's budget. The next meeting has been scheduled for 8 July 2010. It was agreed that a dinner for those available will be held in the evening of 7 July, venue to be agreed.

c) International Policy – In order to ensure consistency with other National Governing Bodies, a review was carried out with the other Home Nations and the LGU before confirming EWGA's policy on representation at International championships.

The President of EWGA shall represent the Association at these events wherever possible, in the absence of the President, or if more than one representative is considered necessary, then the Chairman of the Operational Board or the Chief Executive Officer may deputise, depending upon the nature of the event or business purpose.

The President has chosen to represent the Association at events in GB&I and after discussion it was agreed that Elizabeth Earnshaw, Chairman of the Operational Board, would represent EWGA at the Curtis Cup and the European Girls Team Championship and that Sue Whittaker, Chairman of the Management Board, will represent EWGA at the European Ladies Team Championship.

As EWGA are to host the 2013 European Ladies Team Championships it was agreed that Emma Lowe should attend a European event either this year or next to observe the

organisation of such an event.

d) Appointment of Finance Director – 25 applications have been received out of which 5 applicants will be interviewed on 5 February. MH has agreed to continue to help the person appointed over a transition period. The appointment will be on a time limited contract due to the forthcoming potential merger.

e) Attendance at EWGA Championships – SW pointed out that if an EWGA championship is being held within a Board members' locality, it would be worth their while attending. AK will attend the Girls' Championship at Seacroft Golf Club, Lincolnshire.

5. Trust Grant Proposal

Kirstie Jennings was invited to the meeting to present the proposal for future grant awards. It was felt that in the past Trust grants have not been awarded to those who are in need and therefore the image of the Trust is seen as an 'elite charity' which has resulted in a drop in donations and funds available.

The new approach should reflect what golf gives – self esteem, confidence and enhanced life skills, based on the 'every child matters' strategy. Referrals should come from Golf Club Junior Organisers rather than CJO's as they are in a better position to know the child and the needs of their family. Grants would be given by voucher rather than by cash to be used for coaching, transport, equipment or towards club membership, on an incremental basis given on completion of a reflective journal showing how the grant has helped each individual. Clubs would also be asked to provide a review and a good communication process between all parties would be sustained.

By implementing the new proposals the Trust would be confident that the right children are being reached by working with schools, golf clubs who have arranged the GolfMark accreditation and Club Junior Organisers. The RDO network is also key to this process.

AK stated that FirstPoint USA may be interested in sponsoring a number of girls in this way and would discuss further with Kirstie Jennings outside the meeting.

The new application form is to be produced and it was suggested that the Youth Forum could be asked to help produce the journals. A complete new look to the Trust, with a more modern logo will need to be agreed before its re-launch in approximately April 2010.

6. EGU/EWGA Merger Update

Working groups have been set up and the first meeting of the groups was held on 29/30 January. The Steering Group has agreed the following proposals:

- Single NGB and new name
- Both offices remain until October 2012
- Initially Head office to be at Woodhall Spa
- Staff will be appointed from existing staff where possible
- One Board with Execs and NED's
- NED's balance 6:4 men:women

- Committees \geq 2 men and 2 women

The above points will form the basis of an EGU meeting and the EWGA CRR's meeting scheduled for 16 February. The working groups will report back to the Steering Group by middle of April.

Roger Moreland will act as Facilitator and JR and John Petrie will use the information to form the final proposal. Joint roadshows will be held in the Autumn. Annual General Meetings of both organisations will be held at the same time on the same day towards the end of 2010 at which 75% of votes in favour of the merger will be needed to move forward.

Discussion took place concerning the areas of concern and structures of the working groups. Areas of responsibility were agreed as follows:

- Due Diligence - JR/SP/Auditors
- Legal - BR

BR/JR

BR will speak to Craig Wagstaff concerning company structures and JR is to obtain up to date copies of EGU accounts.

7. Chief Executive's Report

JR had previously distributed his report. Most points within the report had been covered elsewhere on the agenda.

Systems – discussions have been reopened with Nemysis and Nickie Clarke and JR have met with Nemysis to clarify their offering, it is expected that the Horizon and OCS databases can be linked.

JR and Kirstie Jennings have met with Concentrix regarding a CRM solution but this would be expensive. If the databases cannot be integrated JR will negotiate with Nemysis regarding the return of the £11k already paid to them.

It was suggested that it may not be cost effective to spend more money on this until the outcome of the merger talks is known.

8. Finance Report

MH distributed a report received from the Auditors, together with the Variance Analysis Report. MH discussed the original budget which showed a loss of £26k. The variance report however now included areas of sponsorship, the PING championship and the international fund, which bring the forecast back to break-even level. MH discussed the original budget which showed a loss of £8k. Several variances had been identified in sponsorship, the PING championship, the international fund and several year-end adjustments and we are currently forecasting a slight profit for the year. SP again stated that it would be helpful for the non-executive directors (or a sub-committee) to consider the annual accounts with the auditors before they were signed off. It was agreed that a conference call should be arranged for that purpose. The participants in the conference call will be settled at the next Management Board meeting,

SW

9. Marketing and Communications

A number of companies have expressed interest in advertising in Ladies Links, including alcohol related companies. It was

agreed that some of these companies do not portray the right image for the association and would not be considered. Interested sponsors will be considered depending on the product.

La Manga Resort in Spain has expressed an interest in partnering with the association and had invited CO to meet at La Manga to discuss details. Saga Holidays has also expressed an interest in working with the association – CO will follow this up.

A summary of sign-ups for the database was distributed and it was agreed concentration must be placed on growing these numbers. JR will be attempting to contact all Ladies Club Secretaries to request them to send out our electronic newsletter to all lady members but CO suggested that the sign up incentive could be sent to lady members rather than the newsletter. JR is to speak to the R&A to seek funding for this.

JR

10. Health and Safety

There were no Health and Safety issues reported.

11. Any Other Business

CO enquired what the objectives and strategies are for this year, JR commented that the Women and Girls' strategy is being worked on but that we should be mindful of the potential merger. It was agreed that focus must not be taken off the business because of a potential merger as we must be able to demonstrate to members what goals have been set and met. JR is to produce a paper for discussion at the next meeting and will also provide a copy of the EGU strategy document.

JR

12. Date of Next Meeting

The next meeting of the Management Board will be held on Thursday 18 March 2010 at 1200 noon at the EWGA offices, Highfield Road, Birmingham.