

ENGLISH WOMEN'S GOLF ASSOCIATION

Minutes of the Meeting of the Management Board held Thursday 18 March 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
	Mr J Robinson (JR)	Chief Executive
	Mr M Evans (ME)	Finance Director and Company Secretary
	Mr M Hall (MH)	Finance Director (Interim)
	<u>In Attendance</u>	
	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, especially Martyn Evans the Association's newly appointed Finance Director and Company Secretary. | |
| | Apologies had been received from Andrew Kean, Chrissie Owens and Sylvia Perrins. | |
| 2. | <u>To Approve the Minutes of the Last Meeting</u> | |
| | It was agreed that the second paragraph under item 4 c) should be rewritten, the minutes of the meeting held on 4 February 2010 will be signed following the meeting to be held on 20 May 2010. | |
| 3. | <u>Matters Arising</u> | |
| | a) Attendance at events – Elizabeth Earnshaw will be attending the Curtis Cup representing EWGA, SW will be attending the Curtis Cup at her own expense. SW will also attend, on behalf of EWGA, the European Ladies' Team Championship to be held at La Manga, Spain. | |
| | b) Review of Investments – BR has spoken to Cheviot Asset Management and they are happy to advise on investments when required. ME will report on investments under Item 7. | |
| | c) EGU/EWGA Merger – | |
| | a. Company Structure and accounts – BR has spoken to Craig Wagstaff about the EGU structure and accounts. JR issued a paper on due diligence, which had been supplied by Craig Wagstaff, for discussion. The accounts comparison raised a list of questions and JR confirmed that ME would be handling this. ME and JR would discuss the matter outside the meeting. | JR/ME |
| | b. EGU Strategy Document – JR distributed the document for information and asked that any questions be raised with him. The EWGA strategy is expected to be available for the next Management Board meeting. | JR |
| | d) Newsletter Sign-ups – The Marketing Group are progressing this, there are approximately 8.5k sign-ups to date. CO would like to attend Regional Meetings to highlight the importance this information. JR is to write to all golf club Ladies' Secretaries | CO |

explaining why these sign-ups are so important to the Association.

JR

e) BR and SP will participate in a conference call at the end of the year in order to finalise accounts.

BR/SP

4. Chairman's Report

The Chairman has attended the LGU meeting and Golf Forum with JR and reported as follows:

- The Women's Amateur Rankings are to go live next year.
- Course rating – as the LGU is no longer involved with this work, JR had raised the point of expenditure on ongoing rating of courses however it was reported that no further funds will be forthcoming from the LGU and therefore it is necessary that these costs are built into our budget. Some funds remain from the original sum given by the LGU but it will not cover ongoing costs. A charge may be made for courses that need to be rated outside the 5 year re-rating cycle.
- The Commonwealth Trophy has been renamed the Astor Cup.
- The Curtis Cup team is to be announced after the Helen Holm Trophy. Jodi Ewart will not be available to be included in the Curtis Cup team as she has made the decision to turn professional.

The Golf Forum was held at St Andrews, hosted by the R&A and was attended by golfing associations from England, Scotland, Wales and Ireland as well as the PGA and Golf Foundation.

The inclusion of golf in the Paralympics and the Youth Olympics was discussed. There was support for including the sport in the Paralympics and views were invited on including golf in the Youth Olympics. JR has written to Peter Dawson at the R&A on behalf of EWGA in support of the proposal.

The future of municipal courses was discussed there are concerns that councils may sell off these courses to raise funds.

JR distributed the Association's report for the Golf Forum for information and interest.

Nominations have been requested for the Queen's New Year's honours list, it was agreed that nominations should be put forward by the Operational Board.

SW advised that consideration is being given to changing the date of the Management Meeting from 8 July to 1st July in order to hold a joint meeting between the Management and Operational Board. It was suggested that a dinner would be held the night before for both Boards.

5. EWGA/EGU Merger Update

Working groups have been set up to work on different areas and the process is moving forward. Key areas still have to be addressed with the finance group not yet moving forward and the HR steering group having not yet met. It is anticipated that the 'manifesto' should be completed to enable it and the

resolution to be sent out to County Associations to allow the 10 week consultation period to be completed before the General Meeting at the end of November or the beginning of December 2010.

The start date for the merged organisation, if approved, has yet to be finalised and discussions are ongoing with regards the financial year to be adopted. An issue for the Association is continuity of membership of the Steering Group and of the Management Board in that at the AGM in 2011 Chairs of the Management Board and Operational Board, Sue Whittaker and Elizabeth Earnshaw, both members of the Steering Group will complete their terms of office. In addition, at least three of the Non-Executive Directors complete their agreed terms with EWGA, this could lead to an advertising and recruitment process to fill roles for only a few months.

The least disruptive approach would be that the Steering Group and Management Board continue to guide the Association through the merger process. A formal proposal would need to be presented to the County Associations for this to be implemented. JR will contact the Associations' solicitors.

JR

6. Chief Executive Report

The report had been previously distributed, the main points being:

- EWGA/EGU Merger – discussed in 5) above
- Martyn Evans has taken up the post of Finance Director and Company Secretary. A handover is in progress with Mike Hall after which MH will terminate his interim work. JR wished to acknowledge his gratitude to Mike for stepping into this position to ensure the Association was not left in a difficult position, particularly over the year end and AGM periods.
- Blythe Liggins, Solicitors have agreed to guide the Association through the TUPE requirements of the merger.
- An agreement has been reached with La Manga Club as sponsors of a new event to be held at the resort and run by EWGA personnel.
- Two meetings have been held with Nemysis, OCS and staff regarding the website and Nickie Clarke has given her expertise on this matter. It is hoped that a solution is achievable within the existing agreement to provide the Association with a single point of contact and a single database.

7. Finance Report

A small profit of £640 is currently forecast for the year against a budgeted loss of £8,388 after taking adjustments into account when preparing the full year forecast.

MH went through the variance report highlighting the main areas of interest. Membership numbers are expected to decline this year but a comparison of numbers will be made with numbers per club affiliating to county and also membership numbers shown on the Central Handicap Database to ensure that the membership numbers declared are correct.

ME also distributed an investment history report together with

graphs showing the performance of the investments and giving an explanation of the Midas investment fund. A meeting has been arranged with Midas for 31 March 2010.

Ring Fenced pot – up to date figures will be produced for presentation to the Operational Board.

8. Marketing and Communications

This item has been covered earlier in the meeting.

9. Health and Safety

There were no Health and Safety issues reported.

10. Any other Business

Mike Hall wished the Board and the Association well for the future and for the merger process.

Succession Planning – SW raised the issue of Non-Executives' terms of office. When the four NED's were appointed they were asked to serve periods to complete the terms of the original NED's as this was understood, from initial legal advice, to be in accordance with the Companies Act. However, as the circumstances of the departure of the previous NED's changed at the last moment, different Companies' Act requirements came into effect resulting in the departure of all the current NED's being for three years. An amendment at the Annual General Meeting this year has provided flexibility and the Board now needs to discuss the best way forward in terms of the views, availability and commitments of the NED's and the issues presented by the potential merger. BR, who is unable to attend the next Management Board meeting, will provide his views to SW.

BR

11. Date of Next Meeting

The next meeting of the Management Board will be held on Thursday 20 May 2010 at 1200 noon at the EWGA offices, Highfield Road, Birmingham.