

## ENGLISH WOMEN'S GOLF ASSOCIATION

Minutes of the Meeting of the Management Board held Thursday 20 May 2010 in the EWGA Board Room, 11 Highfield Road, Edgbaston, Birmingham B15 3EB at 1300 hrs

Present: Ms S Whittaker (SW) Chairman  
Ms S Perrins (SP) Non-Executive Director  
Ms C Owens Non Executive Director  
Mr J Robinson (JR) Chief Executive  
Mr M Evans (ME) Finance Director and Company Secretary

In Attendance  
Mrs L Walker Minutes

- Action
1. Chairman's Remarks & Apologies for Absence The Chairman welcomed everyone to the meeting.  
  
Apologies had been received from Andrew Kean and Bill Richards
  2. To Approve the Minutes of the Last Meeting A revised set of Minutes had been issued taking into account comments made by BR. The revised Minutes of the meeting held on 18 March 2010 were agreed and signed by the Chairman as a true record.
  3. Matters Arising
    - a) EGU/EWGA Merger  
**Company Structures and Accounts** – ME met with Craig Wagstaff at Woodhall Spa. CW's view was that once the operational structure was in place, accounting will be wrapped around it. In the event of a merger a single accounting package would be used.  
  
SP stated that it appeared that the finance working group had been set up purely for statutory requirements and that the commercial working group were looking at systems. To be able to make an informed decision planning and modelling has to be done.  
  
Changes to the accounting system would be from the start of a new financial year, therefore with the current timetable in mind, new systems would come into effect during 2012.  
  
**EGU Strategy Document** - JR distributed copies of the document. The EWGA Strategy document is in progress and JR will provide a draft version for the next Management Board meeting.  
  
**Legal Advice on Formal Proposal to Counties** – to be discussed later in the meeting.
    - b) Newsletter Sign-ups – The number of sign-ups is growing, albeit slowly. CO is attending Regional Meetings which seems to have created some response but we are hoping for an acceleration of sign-ups over this year. JR will write to all Women Club Secretaries and Club Delegates in an attempt to

JR

encourage lady members to sign up for the e-newsletters. CO requested that the Chairman of the Operational Board include this item on the Agenda for all Operational Board Meetings in order that Regional Chairmen may be reminded to discuss this matter at their Regional Meetings.

#### 4. Chairman's Report

Since the last Management Board Meeting, the Chairman has attended the English Championship at Broadstone Golf Club, which was won by Hayley Davis (Dorset). It had been a successful championship, although the number of entrants was lower than normal as many potential players had school examinations or USA College commitments. JR said the date of the championship and format for 2011 would be discussed by the Championship and Venues Committee.

SW had attended the Golf Foundation Awards whilst at Wentworth Golf Club, the awards covered an interesting range of categories.

JR commented that as we now have a new Government, the Sports Minister (Hugh Robertson) has produced various reports regarding structural changes which may impact on all sports particularly because of the 2012 Olympics.

#### 5. EWGA/EGU Merger Update

A conference call between EWGA representatives has taken place relating to points that need to be discussed at the Steering Group Meeting. An agreement that women will have prominent positions within the new organisation has been established. TUPE procedures have also been clarified.

Working group reports and summaries have been produced. Some progress was made at the Steering Group Meeting in terms of gender balance of a potential merged organisation and an agreement reached that a merged organisation would move to one course rating system.

The prospectus will be reviewed by the Steering Group in June and should be presented to the Management Board at their meeting scheduled for 1 July and sent to members during August. It was agreed that the Chairman and members of the Operational Board would be invited to join the meeting for the discussion on the merger proposal.

Bill Richards, Elizabeth Earnshaw, Nigel Evans and Michael Brabner (Solicitor), as members of the Legal and Articles Working Group, will look at the Rules of the Associations and M&A's.

JR feels that a 'Statement of Intent' should be produced that all parties agree to and which once agreed must be adhered to. If a 'Yes' vote is achieved a mechanism has to be put in place to appoint a Chief Executive.

Legal advice has been taken regarding TUPE and whichever model is decided upon TUPE will come into force. Richard Moon and Claire Morton, both HR specialists, are helping with employment and TUPE matters.

## 6. Succession Planning

The Chairman will retire following the 2010 AGM in January and potentially up to three new NED's need to be appointed, but to ensure consistency in the merger negotiations a number of options were considered:

- The AGM date be moved back keeping it within 15 months of the date the last AGM was held. This would mean that the AGM could be held as late as mid-April 2011
- If a positive vote for the merger is reached in November then the current NED's could continue in post until the merged organisation is established in April 2011
- If a negative vote for the merger is reached, a new Chairman will need to be appointed together with up to 3 NED's.
- If a vote for the merged organisation is delayed from November then a new merged company would not exist until later in 2011. It would be difficult to replace the NED's on a short-term basis therefore extending the terms of office of the three current NEDs, as allowed by the Memorandum and Articles, was considered.
- EWGA could co-opt people to the Board from within the Association. Those co-opted would be chosen for their knowledge and expertise within golf and would be from those that have held positions within the Association previously. Those co-opted members may only serve until a merger is agreed or until a 'No' vote is received.

Taking the above points into consideration, it was agreed that the 2010 AGM should be held on 23 March 2011 at the Birmingham Motorcycle Museum, Birmingham.

The remaining points will be discussed at the next Management Board meeting on 1 July 2010.

## 7. Chief Executive Report

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

- EWGA/EGU Merger – discussed in 5) above
- Governance – The Equality Act has been passed by the Government and meetings have been held internally to ensure we are fully prepared for its enactment and also to ensure that all departments are aware of their responsibilities under safeguarding and child protection requirements.
- Marketing and Communications – The La Manga contract has now been signed and the English Women's La Manga Golf Challenge' will be run as a joint venture. It is intended that the relationship can be extended to cater for national and county squads in addition to further opportunities for EWGA members.

The Association was represented at the London Golf and Tennis Show in the form of the England Golf Partnership.

Website development meetings continue to attempt to resolve the issue of our database management. Further meetings have been held with OCS and Nemysis. The

proposal put forward by OCS is being reviewed by Nickie Clarke but whilst the process continues cosmetic changes to the existing website are being carried out.

- 3 year Plan – development of the plan continues. Section Heads have been asked to submit their plans to deliver against the strategic aims of:
  - Growing the reputation
  - Growing the game
  - Growing the business

Once aggregated, the staff will be asked to review the framework prior to a final submission being written.

- Other Meetings
  - Brunel University – development/training for top players
  - BB&O Awards Evening
  - PGA Graduation Ceremony
  - CCPR Awards evening
  - BUCS meeting re EGP submission for Active Universities fund
  - Close Championship
  - EGU/EWGA Development Committee
  - EGP Management Board and Communications group.

European Ladies' Team Championship 2013 – A venue is proving difficult with only two venues showing interest – Rockcliffe Hall, Durham and Fulford Golf Club, York. A budget of £133k has been set for the Championship which includes a potential R&A grant of up to £20k.

## 8. Finance Report

ME had previously distributed his finance report, together with a report on investments and a report on insurance.

A break-even figure is forecast for the year but this will be revisited for the next meeting. ME went through the figures in detail and SP asked whether there is a view to hold back on any unnecessary expenditure. JR commented that he felt there are areas in the budget where savings can be made if necessary. CO stated that the £3,000 from the La Manga Partnership could be included in the accounts.

Subscriptions – net subscriptions are down on last year with some subscriptions remaining unpaid. Those clubs who have not paid are being chased and a strong line is being taken. Clubs who have not paid by the end of May will be sent a 'First and Final' letter.

Investments – Investments are with Midas and continued to perform reasonably well with a dividend return exceeding the FTSE 100 annualised yield return.

Money Markets – ME has met with a representative from Lloyds TSB who has proposed that for an investment of £1m, enhanced rates will be given going forward.

Insurance – All insurances have now been transferred from Towergate to Bluefin.

9. Marketing and Communications

La Manga contract is now signed and bookings have already been received for the event. Other sponsorship leads are being followed up.

CO has been in contact with the designer of a clothing collection who anticipates extending their range to ladies next year, they will be asked to consider designing a range for the European teams in 2011.

JR is pursuing a 'Summer School program' to be endorsed by women, run by women and run for women held in the London area for women from overseas.

10. Health and Safety

There were no Health and Safety issues reported.

11. Any other Business

Espirito Santo, Argentina – although it is EWGA's policy for the President to attend overseas championships, Ann Irvin however is not able to attend this event, therefore it was agreed that JR will represent EWGA at the championship to support the team and attend the IGF Biennial Meeting.

There being no further business the meeting was closed.

12. Date of Next Meeting

The next meeting of the Management Board will be held on Thursday 1 July 2010 at 1200 noon at the EWGA offices, Highfield Road, Birmingham.