

STRICTLY CONFIDENTIAL DOCUMENT



SCOTTISH GYMNASTICS ASSOCIATION

MINUTES OF BOARD OF DIRECTORS CONFERENCE CALL

HELD ON FRIDAY, 14TH AUGUST 2015 AT 1:15 PM

PRESENT: Scott Harper (SH): Oliver Barsby (OB): Phil Langstaff (PL): Euan Lowe (EL).

APOLOGIES: Adele Tolometti (AT): Patricia Swan (PS): Kevin Pringle (KP).

IN ATTENDANCE: Christine Davies (CD)

ITEM NO.	AGENDA ITEM / DISCUSSION
1.	WELCOME AND APOLOGIES EL thanked everyone for joining this conference call. Apologies were received from AT and PS who were on annual leave.
2.	AGM AGENDA Following discussion it was agreed that the AGM agenda would be the in the same format as contained in the existing articles of association.
3.	MEMBERSHIP FEES Following discussion it was agreed there was no proposal to increase membership fees for 2015-2016 thus leaving fees as the same as BG. However, for next year consideration should be given to notifying clubs prior to the start of the summer in order that clubs can notify their members.
4.	ELECTION OF COMPANY'S ACCOUNTANTS A statement will be read out at the AGM notifying members that the association is in year one of a three year term with the new auditors Henderson Loggie. It was also agreed, following discussion, that the Chair, CEO and Financial Director would give updates at the AGM based on the annual report.
5.	BOARD OF DIRECTOR NOMINATIONS No resolution has been received from members regarding this AGM agenda topic.
6.	2014-2015 ANNUAL ACCOUNTS The Board reviewed the annual accounts for the period 01/04/2014 to 31/03/2015. PL queried the statement on page 7 "Pension costs and other post-retirement benefits". This will be raised in the CEO update as it's about staffing and SG complying with legislation. PL highlighted point 12 and following discussion it was agreed the wording would be amended to reflect that the Chair's fees are funded through sportscotland Strong Partners grant and not through general membership funds. All agreed that generally this was a positive financial outcome for the association. The meeting approved the 2014-15 annual accounts. Action 1: EL to speak with SG Finance Manager
7.	BOARD POSTS A round-table discussion took place on the specifics of Board terms of office. It was agreed that essentially all Board members' first term started in 2014 as the Articles of Association became effective from April 2014 onwards. Posts were approved at the August 2014 AGM and are related to the post and not the person. Two Board posts will be vacant at the 2015 AGM: one is an

appointed non-executive director post currently held by Oliver Barsby. OB confirmed he is happy to continue with this post. EL and PL agreed to recommend OB's re-appointment. The second post is an elected general director post currently held by Patricia Swan. At the deadline of 31 July 2015 one nomination had been received for Patricia Swan to be re-elected at the 2015 AGM. Members have been notified of this ordinary resolution and will vote on 29th August 2015.

Action 2: EL to ensure summaries for OB and PS are uploaded to the SG website prior to AGM.

8. APPROVAL OF PREVIOUS MINUTES

Board Minutes dated 27 June 2015 were approved and are to be re-circulated for accuracy.

Action 3: EL to re-circulate Board Minutes and ensure they are uploaded to the SG website.

9. ANY OTHER BUSINESS

Proxy Voting form: OB asked that the wording on the form is the same as in the existing Articles of Association.

AGM Paperwork: Arrange for DropBox to be set up and upload AGM papers for Board review.

AGM letter: Advise members that it would be helpful to receive "any other competent business" questions by the proxy closing date of 28 August 2015.

Action 4: EL to check Proxy Voting form and arrange for DropBox to be set up.

Conference Call ended 2.25 pm.