

## Council

### Minutes of a special virtual meeting by Microsoft Teams Saturday 2 May 2020 at 13:00

<b>Present on Teams:</b>	Craig Poxon	-	Chair
	Paul Applegate		
	Mary Barratt		
	Mark Bayada	-	MDC Chair
	(excluding item 70)		
	Adrian Bond	-	Vice Chair
	Jack Davies		
	Natasha Higman	-	Treasurer
	Kate Lindsley		
	(excluding item 70)		
Simon Soper			
(excluding item 70)			
Sue Stanhope			
<b>In attendance on Teams:</b>	Liz Ashley	-	Editor, Skydive the Mag
	Tony Butler	-	Chief Operating Officer
	Lise Moore	-	Finance Manager
	Martin Shuttleworth	-	Secretary-General (Secretary)
	Martin Soulsby	-	Vice President
<b>Apologies for absence:</b>	John Hitchen	-	Vice President
	Angel Fernandez	-	Communications Manager
	Sam Lee	-	EPC Chair
	Jeff Montgomery	-	Safety & Technical Officer & STC Chair (on furlough)
	John Smyth MVO	-	Vice President & ISC Delegate
<b>Observers:</b>	Kieran Brady	-	Skydive Strathallan
	Ian Baistow-Davies	-	Skydive GB
	Alex Busby-Hicks	-	Skydive Tilstock
	Mike Carruthers	-	Skydive Northwest
	Bryn Chaffe	-	Sky High (Peterlee)
	Jeremy Denning	-	JSPW-N
	Martin Harris	-	London Parachute School
	Pete Marsden	-	Skydive Isle of Wight
	Pete Mather	-	Sky High (Peterlee)
	Grant Richards	-	UK Parachuting (Sibson Skydivers)
	Mally Richardson	-	Skydive Jersey
	Helen Simpson	-	RAFSPA
	James Swallow	-	Skydive Hibaldstow
	Gareth Thomas	-	Skydive Langar
	Jason Thompson	-	UK Parachuting (Beccles Skydivers)
	Paul Yeoman	-	Black Knights
	Ben Wood	-	Cornish Parachute Club
	Dave Wood	-	Cornish Parachute Club

**Item Minute**

**64/20 Seventh special meeting**

This seventh special virtual meeting had been convened to consider the effect on the sport of the national lockdown during the coronavirus pandemic.

**65/20 Declarations of interest**

These would be taken in the in-camera session.

**66/20 Minutes**

**COUNCIL APPROVED** with minor variations to the draft, the minutes (circulated) of the special virtual meeting on Saturday 25 April 2020 (circulated) as a correct record.

**67/20 Reports to Council**

**67.1 Member resolution by Alex Busby-Hicks**

The Chair reported that legal advice received was that there was no provision in the Companies Act to revoke a requisition for a General Meeting. However, if Council could be reasonably sure that the requisitioners would be satisfied with a membership ballot on a written resolution, that appeared to be the best way forward. This would require the petitioners (more specifically the appropriate percentage of members in good standing) to be contacted to assure that they would be content with such an arrangement.

Alex Busby-Hicks had sought assistance from British Skydiving in contacting his petitioners more quickly than he could do himself using the platform to which he had access. British Skydiving staff half of whom were on furlough (minute 72) had advised that they were not able to arrange this more quickly, in time for this meeting. Alex Busby-Hicks therefore said he would do it in the week following today's meeting.

**Action: Alex Busby-Hicks**

The Chair said, and Council confirmed, that Council was prepared to continue on this basis, and plan to organise a membership ballot through independent scrutineers Mi-Voice.

The Secretary said that Alex Busby-Hicks' member motion was in place for the ballot.

***Member resolution from Alex Busby-Hicks:***

*"That British Skydiving shall make available a non-repayable grant of £15,000 over a period of three months, comprising a maximum of three monthly payments of £5,000 each, to those of its Affiliated Parachute Training Organisations that apply on the basis of genuine and urgent need for such a grant to help them to survive the coronavirus crisis, and who meet any reasonable conditions of due diligence that the Council of British Skydiving may set for their evaluation of grant applications."*

and that statements of up to an agreed number of words should accompany it in the election material, one by Alex Busby-Hicks and the other by Council. These statements would need to be exchanged in draft, to assure there was no factual misrepresentation. Views and opinions were of course admissible.

**Action: Alex Busby-Hicks, Council**

The Secretary said campaigning on social media and elsewhere was fine. He had been talking specifically about the official ballot material with which voters would be presented. He reminded the meeting that Mi-Voice had advised that the vote should remain open for a period of 21 days, as some voters did not have valid e-mail addresses, and others had opted out of electronic communication of service documents. He said he would invite Mi-Voice to draft a revised timetable.

The meeting agreed with Alex Busby-Hicks that the cut-off date for eligibility to vote would be the day before British Skydiving securely supplied members' contact data to Mi-Voice.

Alex Busby-Hicks said that some of the membership suspected that Council may be dragging its heels. The Chair assured him that this was not the case, the time that had been taken was in obtaining and considering legal advice to ensure that Council was

clear on its duties and responsibilities as company directors given that provisions in the Articles were being invoked.

#### **67.2 Membership subscriptions for part-year renewal**

The COO had circulated the subscription rates in a paper with the agenda.

#### **67.3 One-off permissions and exemptions**

The COO reported that these had been circulated to STC for an e-vote.

#### **67.4 Report from EPC**

The Mondial 2020 had now been officially postponed to 2021. EPC would meet on Tuesday 5 May to discuss the arrangements for sponsorship, etc, and to consider the status of the domestic competitions programme for the rest of 2020.

#### **67.5 Report from MDC**

MDC was also due to meet on Tuesday 5 May. It would include considering the status of the coaching roadshow programme for the rest of this year.

#### **67.6 Report from the Communications Manager**

In the absence of the Communications Manager Council noted that an e-Newsletter had been issued this week.

#### **68/20 Request from Affiliated PTOs for financial support**

The Treasurer reported that to date 11 grant applications had been received, with two paid out so far and the rest under consideration. Four loan applications had been received and one loan agreement signed so far, with the first tranche paid out.

Further divestment of investments was being arranged to provide the cash for the grants and loans. Income had declined sharply. Cashflow was being carefully managed on a weekly basis.

#### **69/20 Planning for resumption of the sport**

The COO outlined considerations and reported on the position in a number of overseas countries, In Denmark, some skydiving had re-started and had then had to stop again. The Covid-19 regulations, demographics, population densities and a range of other variables were different in other countries, so their experiences were not directly transferable to the UK.

Dr John Carter, Medical Adviser, was continuing to provide advice, and British Skydiving was liaising with CAA, the Royal Aero Club, the Sport & Recreation Alliance (which was in close contact with the Department for Digital, Culture, Media and Sport) and other agencies. Royal Aero Club was concerned about possible reputational damage in that a premature restart of air sports could cause a public backlash if a some were seen blithely to be enjoying their sport during a national lockdown, without adequate concern for the risks of transmission of Covid-19 both among themselves and to others in their households.

The open session closed, and the meeting continued in camera with further discussion of issues relating to planning for resumption of the sport.

#### **70/20 Applications for grants and loans from Affiliated PTOs**

This is a confidential minute book minute, not for publication.

The Treasurer reported that the balance of DZDF was £20k after the disbursements agreed.

#### **71/20 Discussion of criteria for conflict of interest**

Mark Bayada, Kate Lindsley and Simon Soper re-joined the in-camera session. At the instigation of Kate Lindsley, there was a long discussion on criteria for conflict of interest, whether real or perceived, in relation to the three Council Members who had not taken part in consideration of grants and loans to PTOs because of their association with PTOs.

The concern of those who had been out of the room as potentially conflicted during the grants and loans item was that it was a blanket exclusion from an important tranche of Council business. Their concern was that this made them feel disenfranchised from their

role as directors, which they did not consider to be justified as their conflicts of interest were in fact much more specific and limited.

**COUNCIL AGREED** that, going forward, it should be left to individual Council Members to exclude themselves from the meeting when the application being considered was from a PTO in which they had a material interest, an interest that was 'close to home'. Although responsibility to declare a conflict of interest, real or perceived, was that of the individual concerned, it was for the meeting, not just the individual, to decide what was 'too close to home' based on the register of interests. Proposed by Mary Barratt, seconded by Sam Lee, and carried with one vote against and one abstention.

#### **72/20 Staff matters**

The COO reported that approximately half the staff had continued to be on furlough for a further three weeks from last week. A Council Member said that some members had expressed concerns about their subscriptions being used to make up the remaining 20% of normal pay of furloughed staff. The COO noted that one of the grants from DZDF had been paid to a PTO that had listed making up the 20% of wages for its own staff as one of the reasons it had applied for the grant. The Chair said that making up the 20% had been Council's decision, as a good employer, and this was the answer to those who questioned the arrangement. The government's current furlough scheme ran until the end of June and there was no proposal from around the table to make any variation to the existing arrangements.

This concluded the in-camera session and the open meeting resumed.

#### **73/20 Report back to PTOs on grants and loans**

The Treasurer reported that 11 PTOs had applied for grants, of which six had so far been awarded and one declined. Other grant applications were still being considered, including some that had just been received. One loan to a PTO had been agreed, and discussions about possible loans were in progress with another three PTOs.

Alex Busby-Hicks asked about the criteria for due diligence that Council was applying to applications from PTOs for financial aid. The Treasurer said each application was being considered on its own merits, and the Chair outlined some of the broad areas that were involved in this such as actions taken by the applicant PTO to minimise its outgoings (by seeking payment holidays, putting its aircraft insurance on ground cover, etc) and taking advantage of any government or other external support, such as for furloughing its staff, applying for local leisure industry or other grants where available.

#### **74/20 Dates of future meetings**

The next virtual special meeting was agreed for one week's time, Saturday 9 May 2020 at 13:00 by Microsoft Teams.

Previously scheduled meetings were for Tuesdays at British Skydiving HQ, Leicester LE2 9TF: 16 June, 15 September and 24 November. However, physical meetings were suspended whilst government restrictions on social distancing remained, so these dates were now reserved for virtual meetings by Microsoft Teams.

The meeting closed at 16:08 (duration 3:08).