

British Sub Aqua Club

70th Annual General Meeting

Various locations, via Teams

11th May 2024

In Attendance:		
Alasdair Locke	Janos Suto	Rachel Sharp
Alistair Dickson	John Kerr	Ranjit Dion De Netto
Andrew Shenstone	Julian Wyatt	Richard Pettifer
Brian Cumming	Julie Venn-Morton	Robert Gormley
Carline Deal	Ken Crow	Russell Field
Catherine Haworth	Lisa Shafe	Sam Clarke
Colin Yule	Maggie Driscoll	Samantha Clarke
Dai Atkins	Mark Bell	Sandra Pilkington
Damian Wozniak	Mary Tetley	Sean Clarke
Dave Bell	Matthew Standa	Simon Rogerson
David Brander	Maximilian Ruffert	Sophie Heptonstall
David George	Neil Hadfield	Steve Harvey
Debbie Powell	Nicholas Hassapis	Susan George
Edward Haynes	Paul Tarn	Thomas Hawksworth
Elizabeth Hudson	Peter Grimsey	Tony Marshall
Emma James	Peter Rayner	William Gabb
Gordon Kaye	Rachael Brown	Yasmine Thorn
Jane Maddocks		
HQ Representatives:		
Chris Horan (IT Manager)	Pam Roberts (Minute Taker)	Wendy Meadows (COO)

Meeting opened 10.00.

Edward Haynes, the BSAC Chair, welcomed attendees to the meeting, reminded everyone it would be recorded, and informed about the process for asking extra questions and for voting. Voting on the resolutions would remain open until 10.40.

Honorary Secretary's Report:

Andrew Shenstone referred everyone to the minutes of the 2023 AGM. Damian Wozniak asked a question via chat referring to the accounts, which Andrew Shenstone said Janos Suto would reply to later. The 2023 minutes would be formally ratified at, and published after, the next Council meeting. No further comments or questions were raised.

Andrew Shenstone outlined the Ordinary and Special Resolutions to be voted on in this AGM.

Ordinary Resolution: To authorise the BSAC Council to appoint and set the remuneration of the auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which the Company's annual accounts and reports are laid before the meeting.

Special Resolution: Proposed by BSAC Council

The articles of association of the Company appearing on the Company's Website via the following link: www.bsac.com/proposedarticles and headed "BSAC Articles of Association May 2024 (For AGM Approval)" be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company titled "BSAC Articles of Association May 2023".

Andrew Shenstone announced the appointment of the Council's first Independent Director, Alistair Dickson, giving a brief outline of the reasoning behind the appointment and of Alistair's background. He said BSAC looks forward to working with him.

Chair's Report:

Edward Haynes reported on the past year's achievements, starting with an outline of celebrations marking the organisation's 70th anniversary – including a short video, a letter from the Prince of Wales and a special edition of SCUBA.

He said the recent Thames Boat Run had been a great success, and thanked Tony Marshall for his tireless efforts to make the day go smoothly.

Edward Haynes reported eight (8) Council meetings had taken place in the past year, many of them online, and he thanked leaving Council members/officers Janos Suto, Dai Atkins, Geoff Duggen, David Brander and Paul Tarn, for their hard work and contributions.

He ended by thanking all the volunteers, coaches, branches and members of National Diving Committee for their contributions to the organisation.

Vice Chair's Report:

Yasmine Thorn gave a short presentation on the strategy adopted this year, including values, the KOGs (Key Operational Goals) and KPIs (Key Performance Indicators). She said ambitious targets had been set but most had been met or exceeded, although there was more work to do in many areas. Growth was achieved in membership numbers, retention, younger membership levels and in sales of courses. Club support had been increased, a Fast Track option started, and more work done on partnerships and research regarding the environment. She said feedback on strategy was welcomed.

CEO's Report:

Mary Tetley introduced herself and presented a brief overview of the work being done for 2024. This included the Conference, scheduled for October; work on the Association Membership System (AMS), which has entered the next phase; more focus on support for clubs; and the appointment of a new Head of Diving and Training and a Digital Marketing expert.

Insurance:

Mary Tetley outlined issues raised regarding BSAC insurance, apologising for lack of clarity on the matter which had led to confusion on what was and wasn't covered. She clarified that branch boats, premises and equipment have not been covered by the BSAC policy since its inception, but acknowledged it is a complicated issue and said communication was now taking place to ensure everyone got the correct cover they needed. A short-term insurance review group has been created to put forward

recommendations on the matter, the information on the website is now clearer, and there is a special email address to contact with any relevant questions.

Mary Tetley went on to discuss recent successful social media campaigning and university clubs, which are doing well.

Ranjit Dion De Netto asked a question in Chat about the insurance, which Wendy Meadows answered.

Peter Grimsey asked a question in Chat, wanting to know how many branches were affected by the insurance issue, and asking if this made BSAC insurance redundant. Wendy Meadows said around 14 or 15 branches were affected, and pointed out that BSAC was working hard to resolve the issues with policies but there were not many available.

Honorary Treasurer's Report:

Janos Suto started by thanking Wendy Meadows and the HQ team, Maggie Driscoll and the Audit Committee for all their hard work, and Damian Wozniak for his questions, saying feedback is invaluable.

He answered Damian Wozniak's Chat question on the use of auditors, explaining how they had changed and this year been very thorough, which was welcome.

Janos Suto then presented an overview of 2023 – an overall loss of £104k, increase in membership, increase in pack sales, costs increase, and a fall in net assets to £310k. He said the sale of the HQ building would help redress the balance sheet, and the implementation of the new AMS would increase efficiency.

Janos Suto answered a detailed question regarding transparency in the accounts from Damian Wozniak, explaining that it was not a legal requirement to publish the accounts in such detail or to have them audited. He added he was happy to answer any questions on transparency offline.

National Diving Officer's Report:

Dai Atkins reflected on his 6 years as National Diving Officer, giving a presentation on the activities, projects and events which have been held recently – including course reviews and updates, the implementation of new courses, work with overseas, safety awards and the launch of the Fast Track pilot. He listed the highlights of his 6 years in office, and gave a massive thank you to everyone who has helped make it possible.

Andrew Shenstone thanked Dai Atkins for his work as National Diving Officer.

Results of votes:

Andrew Shenstone presented the results of the votes as follows:

Ordinary Resolution:

For: 514 Against: 21 – Passed.

Special resolution:

For: 483 Against: 33 – Passed.

Election Results:

Andrew Shenstone answered a question raised in the Chat about lack of engagement in the election process, saying this was a difficult issue to address as plenty of communications had been made in the run-up to the election and not much more could be done.

Andrew Shenstone then presented the results of the recent elections, outlining the election process and showing members slides of full results.

There had been 5 nominations for National Diving Officer, 1 unopposed for Honorary Treasurer and 9 for 2 vacant seats on Council.

Sophie Rennie was elected National Diving Officer, Richard Pettifer elected as Honorary Treasurer and Catherine Haworth and Dai Atkins elected as Council members.

Andrew Shenstone thanked everyone who put themselves forward, and congratulated those elected.

AOB:

Damian Wozniak asked about the possibility of having a face-to-face AGM next year with live streaming for those who couldn't make it. Edward Haynes said many more attendees could join via Teams, and live streaming would pose its own difficulties.

No more business was put forward.

Edward Haynes thanked everyone for their time, and said if there were any more questions or comments, members could email Mary Tetley with questions.

Meeting concluded at 11.30.