

Minutes of BSAC Council Meeting
The Jessop Suite, The Holiday Inn, Ellesmere Port
12th March 2016

In attendance:

Council Members – Directors

Eugene Farrell	(EF)	Chairman
Alex Warzynski	(AW)	Vice-chairman
Maggie Driscoll	(MD)	Honorary Treasurer
Sophie Heptonstall	(SH)	National Diving Officer (NDO)
Edward Haynes	(EH)	Honorary Secretary
Ben Panter	(BP)	
Dave Bell	(DB)	
Dave Lock	(DL)	
Davs Brander	(DaB)	
Geoff Hide	(GH)	
Ian Furness	(IF)	
Janos Suto	(JS)	
Louise Whitehouse	(LW)	

Vice Presidents

Phil Harrison	(PH)
Tony Marshall	(TM)

HQ representatives

Mary Tetley	(MT)	Chief Executive Officer
Wendy Meadows	(WM)	Chief Operating Officer

Invited Attendees

Nigel Rogers	(NR)	Item 5 only
Jason Lauchlan	(JL)	Item 9 only

Apologies:

Directors: Brett Parker (BrP), Michelle Kim (MK)

Vice Presidents: Brian Cumming (BC), Harry Gould (HG).

Meeting Opened 09:00.

1 Opening address from the Chair:

1.1 Acknowledgement of apologies.

1.2 EF gave some memories of Ernie Crook. He then led a minutes silence for members to reflect on their memories of Ernie.

2 Ratification of e-votes:

2.1 23rd January 2016 – full.

2.1.1 Ratified.

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3 23rd January 2016 – Public.

3.1 Amendment to wording of item 9 was made.

3.1.1 Action asap: WM to provide wording for item 9 then issue January's Public Minutes.

3.2 A short discussion pursued about what the Public facing document should be called, one suggestion was 'synopsis'. Ben suggested it be tabled and discuss at another meeting when we have time.

3.2.1 Action for May's meeting: EH to include an agenda item where public consumption of the Minutes can be discussed.

4 Matters Arising (deferred to later in meeting).

5. Sign-off of Accounts:

5.1 NR introduced himself and gave a quick summary of his background.

5.1.1 NR went through the Audit Committee's Terms of Reference document explaining actions taken by himself and committee members in forming their opinion and recommendations to Council (Board of Directors of both BSAC Ltd and BSAC International Ltd). The committee had identified four risk areas; Revenue recognition (income), Procedures to approve expenditure, Safeguarding of assets, and Unrecorded claims, legal, etc. He commended on the strong controls in BSAC over expenditure and that most transactions were many, but small. As such the risks were mitigated and managed.

5.1.2 EH asked about accounting of BSAC's intellectual property. NR explained that the policy was for development costs of courses etc to be written-off as an expense in the year they happen, there was no residual value accounted for. It was up to the Board to defend its Intellectual Property Rights as it saw fit on a case by case basis.

5.1.3 AW asked how the audit costs had been split between the two companies. NR and WM explained the split was not proportional as some costs would be incurred even if there were no transactions in BSAC International Ltd.

5.2 Board approval of BSAC International Ltd Accounts:

5.2.1 Letter of comment

5.2.2 Full Accounts to 31st December 2015

5.2.3 Abbreviated Accounts to 31st December 2015

5.2.4 Letter of representation

5.3 Board approval of BSAC Ltd Accounts:

5.3.1 Interim Audit Letter

5.3.2 Letter of comment

5.3.3 Group Annual Report to 31st December 2015:

* Income: NR reminded the Board not to be complacent with the Cash Balance as the main source of income was membership fees.

* Expenditure: NR reminded the Board to be aware that insurance costs could have a major impact on future expenditure.

* He stated he was impressed with the Management Team at HQ.

* DaB pointed out that he wasn't listed under "*Appointment and Members of Council*".

Action asap: MT would get the Accounts document corrected.

* BP asked if NR felt that the Audit Committee required any additional members or resource, and NR confirmed that they did not.

* EH asked which directors would sign-off the Accounts?

*** Action asap: The Chairman and Honorary Treasurer would sign-off the Accounts.**

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5.3.4 Letter of representation

NR confirmed that the Audit Committee recommended approval of the 2015 Audit Papers to Council. **Council unanimously accepted the recommendation of the Audit Committee.**

4. Matters Arising (resumed):

4.1 Young People Forum: see Item 18.

4.2 Volunteer Management: Comments received, report at May meeting.

4.3 Project Skylab Update: see Item 15.

4.4 Volunteer Ideas: Discussed with SCUBA editor and incorporated into future article planning with CEO.

4.4.1 Item closed.

4.5 ASA Volunteer Employment Status: see Item 12.

4.6 Governance – Charity Status: see Item 20.

4.7 Risk Register: see Item 19.

4.9 BP mentioned reference to Crisis Management policy and PR Issue Management Plan was missing. **[Post meeting note: MT/WM to report progress at May meeting.]**

Officer Reports:

6 Chairman: Report placed in the Council Dropbox prior to meeting, subjects reported on:

6.1 Malta: MT updated on the current position.

6.2 Jubilee Trust: The change of Chairman is planned for this month.

6.3 CMAS: No new developments.

6.4 AGM: A formal response has been formulated.

6.5 Insurance: Guest cover in place, FAQ updated.

6.6 Strategy: passed to AW for continuity.

6.7 Pan Pacific: Korean and Japanese AGMs attended. Specific aspects for Korea, Japan and Thailand were reported.

6.9 Thanks: EF expressed his thanks for all the assistance he has received over his 9 years on Council.

6.10 EF added:

6.10.1 RNLI Update: The RNLI were keen to progress joint training with us, specifically using live volunteers for practising pick-ups. They don't want other training as they had it from elsewhere.

7 Vice Chairman: will be covered in IT report, Item 15.

8 NDO: SH updated Council on:

8.1 SDC review, started.

8.2 Diving guidance for Malta, still awaiting a response from the Malta Tourist Authority. MT has chased, but nothing. It is believed the Regulations are to be amended.

8.3 DTP review, revitalise:

8.3.1 OD, pilot in April.

8.3.2 Tec, review of OC courses – depth limits to be in-line with other agencies.

8.3.3 Twin-set, how to incorporate Primary Donate.

8.4 ITG,

8.4.1 NI, moving forward to modern diving practices.

8.4.2 AI, little movement.

8.4.3 OWI, progressing.

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8.5 SH explained the latest situation with the ISO on annual visual testing.

8.5.1 It will happen.

8.5.2 No evidence for BSAC to support the ISO.

8.5.3 SH to draft a communication statement for release to the membership.

8.5.4 BP asked if we could get clarification from IDEST/ASSET. TM informed the meeting SITA had not been consulted.

8.5.5 PH asked whether we (BSAC) could develop in-branch visual course and certification.

8.6 ENT250, a communication had been issued to the membership.

8.7 GUE, a communication had been issued to the membership.

Officer Reports (resumed)

10 Honorary Treasurer: MD gave a presentation on BSAC's current financial position. The management accounts would be placed in Council's Dropbox after the 15th March.

10.1 MD wanted council to consider how operational decisions could have unexpected results.

10.2 MD thanked WM and the Accounts Team for all the help and assistance they had provided over the last 6 years.

10.3 EF thanked MD for her efforts whilst doing a full-time job with such international travel commitments.

11 Honorary Secretary:

11.1 EH gave an update on the AGM progress.

11.2 EH reminded those standing for Council positions to only use information in the Public domain..

12 CEO Report: The report was placed in the Council Dropbox prior to meeting. MT stated that the topics within her report had been covered earlier by others, however, she gave an update on Actions Arising from the last meeting:

12.1 ASA Volunteer Employment Status, Instructors teaching on an ASA course would be on a Self-employed basis.

12.2 MT reported that Wales and Scotland were under-represented in ASA's Fast Track scheme.

Group Reports:

13 Commercial: BrP was not present to give an update on commercial activities. MT updated Council:

13.1 LIDS 2017, based on LIDS 2016 MT suggested to council BSAC do not go to DIVE 2017.

13.1.1 Council unanimously agreed BSAC would not participate in LIDS 2017.

13.2 Kernow 2016 was ongoing.

13.3 The Manchester event was being run by the North West regional team.

14 Governance: AW reported work was on-going:

14.1 AW had placed a recording of the Radio 4 programme "*The Bottom Line*" in the council Dropbox and recommended members lesson to it. The programme dealt with how boards operate and why some don't move forward.

14.2 AW was consolidating the research document and would circulate it.

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14.3 One aspect AW was wanting to address was ensuring Council had the right mix of talent, knowledge and experience.. Options available were to co-opt, appoint Vice Presidents or invite guest speakers.

15 IT:

15.1 AW informed Council on progress with

16 Social & Environmental: Things had been quiet over the last 6 weeks, with nothing significant to report. The report was available in the Council Dropbox.

17 Strategy: EF had transferred leadership of the group to AW.

17.1 AW thanked Council for providing feedback on the matrix he had circulated. He was in the process of consolidating members comments.

18 Young People:. He updated Council on: **[Post meeting note: The report has been added to the Dropbox folder.]**

18.1 The groups formation.

18.2 Looking to understand issues of small university branches.

18.3 Developing ideas for the next conference.

18.4 How to retain university members when the finish the studies and BSAC lose contact with them. EH mentioned that students should be asked for their home e-mail addresses on joining.. DaB not not believe we were capturing student's home email addresses and the membership form only contains one email address section.

18.4.1 Action asap: WM to check this out and look into changing the forms if we don't.

18.5 Working cooperatively with local normal branches.

19 Risk Register:

19.1 Whistleblowing Policy. EH to produce a combined policy from the Safeguarding one.

19.1.1 Action by May: EH to produce an overarching Whistleblowing policy.

19.2 A discussion took place on how Council should use the Risk Register (RR). It was agreed EH would develop the RR and present the top risks for consideration and discussion at future meetings.

19.2.1 Action by May: EH to populate the Risk Register and present the top risks to the next meeting.

20 Moved to later in the meeting.

21 Future of Forum:

21.1 AW updated council on the events leading up to the suspension of the BSAC forums.. AW offered a number of options from re-establishing the forums to not having one at all. The meeting discussed alternatives to the forums, ideas tabled were; some sort of means of feedback from members, BP brought up email feedback, calls, using a ticketing system, SH mentioned livechat for the website.

21.2 The complaint from a member about bullying was being dealt with by the formal process.

21.3 With no immediate solution to the hosting of a BSAC Forum the decision was taken to switch off the BSAC forums.

21.3.1 Action asap: AW and HQ issued a communication to members on the end of the BSAC forums.

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22 Volunteer Management: to be carried over to May's meeting.

20 Charity Proposal:

20.1 JS explained the rationale behind his paper and gave answered questions received before the meeting.

20.2 There was a discussion of the issues raised in the paper. Some council members were worried that becoming a charity would reduce BSAC's flexibility. Others were concerned about the cost of making the change. Some were worried that BSAC did not meet the conditions of a charity.

20.3 It was agreed that this was not the right time to progress this, although the paper should be filed.

23 AOB:

23.1 GH presented his paper, also placed in Council's Dropbox, containing a recommendation for a Vice President. Following a discussion on whether the timing was right it was agreed EF would make contact to see if they would be willing to accept the appointment.

23.1.1 Action by May: EF to make contact to see if they would be willing to be a BSAC Vice President.

23.2 GH had a second aspect he wanted brought to Council's attention. The use of the Vice President position to fill knowledge or experience gaps of Council. AW had already covered this aspect earlier in the meeting, see item 14.3.

23.3 AW took the opportunity of thanking both EF and MD for their commitment to BSAC over the last 9 and 6 years respectively.

Meeting closed 15:50.