

**BSAC Council Public Synopsis**  
**Jessop Suite, Holiday Inn, Ellesmere Port**  
**18<sup>th</sup> March 2017**

**In attendance:**

Council members

Alex Warzynski (AW)	Chair
Davs Brander (DB)	Vice Chair
Sophie Heptonstall (SH)	National Diving Officer
Edward Haynes (EH)	Honorary Secretary
Louise Whitehouse (LW)	Honorary Treasurer
Michelle Kim (MK)	
Janos Suto (JS)	
Andrew Shipley (AS)	
Geoff Hide (GH)	
Ian Furness (IF)	
Claire Howard (CH)	
Dave Lock (DL)	
Rachel Sharp (RS)	

Vice Presidents

Tony Marshall (TM)  
Phil Harrison (PH)  
Jane Maddocks (JM)

HQ representatives

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

Invited Speakers:

Nigel Rogers (NR)	Audit Committee Lead
Eugene Farrell (EF)	Incident/Safety Presentation

Minute Taker

Pam Parr

**Apologies:**

Ben Panter	Council member
Clare Peddie (CP)	Vice President
Harry Gould (HG)	Vice President
Brian Cumming (BC)	Vice President

Meeting opened 09:00

- 1. Acknowledgement of apologies.**
- 2. Opening Address from the Chair.**
  - 2.1. The Chair asked for declarations of interest on any item on the agenda.
- 3. Accounts:**

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- 3.1. AW introduced Nigel Rogers (NR), Chair of the independent Audit Committee.
- 3.2. NR explained the reason for the audit, the legal responsibilities the directors have relating to the financial statements and he pointed out relevant points of the financial statements: reduction in income over the year due in part to a shortfall in exhibition income; a deficit is being reported for 2016-12-31; this deficit includes legal costs of approximately £84k, which are due to Malta issue, which is a non-recurring expenditure.
- 3.3. BSAC International Ltd:
  - 3.3.1. NR directed members to the Letter of Comment, which gives the company a clean bill of health. He said there was a suggestion the company may want to formalise a review of financial matters during international visits to Franchisees. AW pointed out each international franchise has different ways of working. CH questioned whether each franchise should work the same but AW clarified that each franchise has a different market and a different business proposal.
  - 3.3.2. JS added his name should be "JJA Suto" in the document.
  - 3.3.3. NR asked for questions and comments on the Full Accounts. EH pointed out CP's name was not on the list of Vice Presidents.
  - 3.3.4. NR explained the directors will have to sign off the Letter of Representation, having ensured there are no liabilities or incidents of fraud they are aware of.
  - 3.3.5. **Action: AW and LW approved by Council to sign the letter of representation.**
- 3.4. BSAC:
  - 3.4.1. NR assured members the external auditors have given the company a clean bill of health re the accounts.
  - 3.4.2. NR outlined the **Group Annual Report**, and asked for any comments or questions. Concern was raised about the size of the internal legal & PR fees which generated a discussion as to how Council will manage a similar future situation. NR stated that the audit committee recommended that the board approve the accounts.
  - 3.4.3. **Action: AW and LW approved by Council to sign the letter of representation.**
  - 3.4.4. It was agreed the star system would no longer be used to indicate 'deceased' for Life Members.
  - 3.4.5. NR directed members to the Summary Accounts, which is the version to be published in Scuba.
  - 3.4.6. NR raised an issue re the broader finances of the business for discussion: namely, the level of cash reserves. BSAC has committed to significant investments over the last year, and this is resulting in the reduced cash reserves. Clearly this cannot continue indefinitely. It was agreed that Council should review the recommended level of cash reserves and that the issue should be discussed at a later date. JS and LH to look at ways of making finance reports more user-friendly.
  - 3.4.7. **Action: JS to work with HQ and others to develop a dashboard.**
  - 3.4.8. NR concluded that, after the small amendments were made, the accounts should be signed off. AW thanked him for his input, and NR left the meeting (10.35).
  - 3.4.9. **Action: AW and LW approved by Council to sign off the Accounts once the minor amendments have been made.**
4. **Approval of Minutes:**
  - 4.1. **January Council minutes ratified.**
  - 4.2. **November public synopsis ratified.**

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**5. Matters Arising (January 2017 Meeting):**

5.1. Item 3.4.1 Council members to contact their local regional coaches to offer support. AW asked anyone who hasn't already done this to do so.

5.1.1. **Action: Council members that have not contacted their local regional coaches to offer support should do so.**

5.2. Item 6.1.1 Visit to Japan – AW to report later in meeting. (See item 10.2).

5.3. Item 10.5.1 WM checked with insurance company re insurance while training. Confirmed divers are not insured while training on a non-BSAC course, but are covered while diving.

5.3.1. **Insurance query closed.**

5.4. Item 10.6.3 JM reported on the importance of Marine Conservation Zones (MCZs). JM said the whole area is an Area of Outstanding Natural Beauty (AONB), and the proposal to reopen Dean Quarry has engendered a huge amount of anger among local people. She suggested BSAC should support the conservation of the area as one of the major MCZs. MT asked JM to put together some information BSAC can use to support it.

5.4.1. **JM proposed, DL seconded, Proposal: “That BSAC supports the continuing development of MCZs nationwide and, in the context of that, strongly opposes the use of the Manacles MCZ for industrial purposes”.**

5.4.2. **Carried unanimously.**

5.5. Item 15.1.3 September meeting dates are 16/17 September.

5.5.1. **Closed.**

**6. Incident/Safety Presentation by Eugene Farrell (EF):**

6.1. The NDO and Chair have commissioned a group to look into the BSAC incident reporting process and how it could be improved. The NDO asked EF to give a short presentation to Council outlining how the report is currently compiled, used and presented and to look at making recommendations for changes to the process .

6.2. EF reported on how other organisations, such as Health and Safety Executive (HSE) and The Royal Society for the Prevention of Accidents (RoSPA) collate incident reports, and how many organisations seem not to do so.

6.3. EF said BSAC have been collecting incident reports since 1964 and has a web page devoted to it. WM confirmed this has recently been updated.

6.4. EF said the incident reports are important in BSAC's role as the UK NGB.

6.5. EF said there are two different elements to the reports: Gathering data, and engaging with members.

6.6. EF outlined how the report is narrative at the moment, and not very quantitative. BSAC edit incident reports to remove personal/identifying names or comments but that by doing so it impacts on the integrity of the data.

6.7. JS suggested BSAC consult members about the issue through Scuba.

6.8. EF to detail a way forward for Council approval.

6.9. AW thanked EF for his presentation, and EF left the meeting (12:30).

**7. NDO Report:**

7.1. SH updated members on progress of projects including regional coaches' meeting, Diving for All, Cave Fest and skills videos.

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- 7.1.1. Then there was the RNLI Sea Survival course, cylinder testing (saved for Chair's report).
- 7.1.2. New regional coaches, there have been challenges for recruitment in some areas but succession planning is being worked on by Adrian Collier for future appointments.
- 7.1.3. Instructor recognition is with HQ.
- 7.1.4. Diving for All (DFA) notes revised and rewritten.
- 7.1.5. Incidents - She had requested EF give a presentation to Council, item 5.
- 7.1.6. Course process - later in meeting, skills video still coming.
- 7.2. SH reported on her visit to the Boot Diving Show in Germany. It is a large-scale, week-long show.
- 7.3. SH informed members that BSAC made a small editorial contribution to the new magazine, Scuba Diver, which has just gone online and is to be published shortly.
- 7.4. SH updated members on the situation regarding training videos. Short discussion was held about the need to thank volunteers for their input. SH highlighted this as an area that BSAC needs to improve on.
- 7.5. Malta Update:
  - 7.5.1. AW undated Council on the ongoing aspects of the Malta incident.

**8. Chair's Report:**

- 8.1. Cylinder update:
  - 8.1.1. AW updated members on the progress of the cylinder testing issue. A meeting is planned for April 28th, in which several organisations will discuss the issue. TM is to give a presentation at this meeting, supporting the stance BSAC has taken already. AW said it will probably be at least 2018 before any new standards are implemented.
- 8.2. Japan:
  - 8.2.1. AW referred members to a report on Google Drive following his visit. There are no major areas for concern.
- 8.3. Korea:
  - 8.3.1. AW commented the situation in Korea is static at present.
- 8.4. Thailand:
  - 8.4.1. AW reported there is a proposition which requires consideration.
  - 8.4.2. **Action: AW to put together a group to look at the whole franchise business and work out ways to better support the franchisees and explore the potential to expand, whilst also protecting BSAC's reputation.**
- 8.5. Pan Pacific proposal:
  - 8.5.1. BSAC has received a nomination from Pan Pacific to give Deric Ellerby Honorary Life Membership. Short discussion about this.
  - 8.5.2. **GH proposed, AW seconded, Proposal: "That BSAC confers an Honorary Life Membership to Deric Ellerby".**
  - 8.5.3. **Carried.**
- 8.6. Articles and Delivery: PH reported on the progress of the Articles Group. There is no point in changing the Articles if the business needs change. The Articles need to reflect how the organisation focuses on delivering different services to different groups of people.
  - 8.6.1. **Action: PH and other members of the group to write a project definition document before taking it any further.**

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8.7. Scapa 100 project: AW asked for a member of council to assist him with this project. RS volunteered to help him.

8.8. Rebranding: AW reported that Pan Pacific want to keep Neptune in the BSAC logo.

**9. Vice Chair/IT Report:**

9.1. DB welcomed questions from those present on the information in his report and informed members about the progress of the Direct Debit scheme and the new website. Everything is on track and is being rolled out to all members over time. EH raised concerns that the new website may be too complicated for slower computers/connections. DB said it will be no more data heavy than any other website.

9.2. WM highlighted a new BSAC blog that has been initially set up for testing purposes but is not publicly available yet. The demo version was shown to Council and some feedback gathered.

[After Meeting Note: blog went live in May 2017.]

**10. Honorary Secretary's Report:**

10.1. EH updated members on the election's progress, and reported that:

10.1.1. One candidate submitted two nominations (Vice Chair and Council Member). The Hon Sec had contacted him to select one position as required by Article 23, as no selection was made by the candidate the first nomination that was submitted was accepted.

10.1.2. Two candidates had withdrawn their candidacies since close of nominations.

**11. Ocean Diver New Course:**

11.1. SH showed Council the new Ocean Diver slides. Everyone agreed they look very clear, modern, and professional.

**12. Honorary Treasurer's Report:**

12.1. LW directed members' attention to the proposed updates of the purchasing procedure.

12.1.1. AS raised the issue of clarifying what is meant by a contract.

**12.1.2. Action: AS to send WM an email clarifying the definition of a contract.**

12.1.3. JS questioned the proposed removal of mention of selling, and there was general agreement that it should be left in.

12.2. MK asked about a decline in cash over January. WM said she would have to look at it further.

**13. CEO Report:**

13.1. MT updated members on progress of projects, including ASA courses, RNLI safety workshops, Jubilee Trust and PR.

13.2. Rebranding update: Consultation has taken place with 28 branches, centres, franchises etc with approximately 800 people, and feedback has been taken on board. Rebrand is going to be drip-fed slowly. MT circulated the new logo guidelines.

**14. Council Running Costs:**

14.1. AW informed members of the annual cost to run Council and NDC, and it is good practice to look at ways of reducing this cost.

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14.2. AW suggested various ways of doing this and managing this closely going forward. Short discussion about this. All agreed that this should be a continuous assessment..

**15. AOB:**

15.1. SH asked members to look at a spreadsheet she had sent round, in which members had placed the projects they are involved in. PH expressed the opinion that someone should be in overall charge of allocating/distributing projects, matching them to members' skills. JS agreed to look into this.

15.2. JS asked that consideration be given to whether the organisation's strategy needs to be reviewed and suggested that it be included on the Agenda for the post AGM Council meeting.

Meeting concluded 16:55.