

Minutes of BSAC Council Meeting
The Jessop Suite, The Holiday Inn, Ellesmere Port
15th May 2016

In attendance:

Council Members – Directors

Alex Warzynski	(Alex)	Chairman
Davs Brander	(Davs)	Vice-chairman
Edward Haynes	(Edward)	Hon Sec
Clare Howard	(Clare H)	
Dave Lock	(Dave)	
Ian Furness	(Ian)	
Janos Suto	(Janos)	
Rachel Sharp	(Rachel)	

Vice Presidents

Brian Cumming	(Brian)
Tony Marshall	(Tony)

HQ representatives

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

Apologies:

Directors:

Louise Whitehouse	(Louise)	Hon Tre
Sophie Heptonstall	(Sophie)	National Diving Officer
Michelle Kim	(Michelle)	
Ben Panter	(Ben)	
Geoff Hide	(Geoff)	
Clare Peddie	(Clare P)	

Vice Presidents: Phil Harrison (Phil), Harry Gould (Harry).

11:05 Meeting opened.

1. Chairman's opening address
- 1.1. Alex gave a Vote of Thanks to Mary, Wendy and all HQ staff for the outstanding work and professionalism they have displayed. The Vote of Thanks was supported by all.
- 1.2. Alex described to members of the difference between Governance and Management and that if they get involved in something outside of Council, it is as an ordinary volunteer and they should make this clear. Edward reminded members to be mindful that when communicating with HQ staff in another role, like DO, to keep the request within that role. If you require HQ staff to undertake anything for you in your Council role please ask Mary or Wendy not the staff member directly. This ensures HQ resources are used effectively.
- 1.3. Alex mentioned that groups (sub-committees) should reflect the BSAC Strategy Plan. He emphasised that being in one group did not restrict participation in other groups.

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2. Filling vacant Council positions.
 - 2.1. Vice Chairman.
 - 2.1.1. **Following a full and frank discussion Davs was co-opted as Vice Chairman by a 2:1 majority.**
 - 2.1.2. .
 - 2.2. Council Member position vacated by Davs:
 - 2.2.1. Alex informed the meeting that as they were below the minimum required number of members as stated in the Articles, to continue any meaningful discussion round the table, Council will need to temporarily co-opt an ordinary Council member or would be restricted by the Articles to a very limited number of topics. Once the minimum size of Council was established, Council could then carefully consider the skills gaps on the board and co-opt accordingly on a more permanent basis.
 - 2.2.2. **Rachel proposed Clare Peddie to be co-opted to the vacant Council member position until the next Council meeting (anticipated to be in July). Clare H seconded. Carried unanimously.**
3. Alex mentioned that waiting four months until September for the next Board meeting would impact on project progress and ongoing operations, he therefore felt the board should meet during July. Janos mentioned he made commitments up to 18 months in advance therefore couldn't guarantee his availability.
 - 3.1. **Action: Edward would canvas Council for an appropriate date in July and then arrange the meeting.**
4. Appointment of Vice Presidents:
 - 4.1. Phil Harrison,
 - 4.2. Tony Marshall,
 - 4.3. Prof Brian Cummings,
 - 4.4. Dr N C Flemming OBE.
 - 4.4.1. **All re-appointed unanimously.**
5. Approval of Minutes of last meeting.
 - 5.1. Alex asked if all present at the last meeting had read the draft in the Council Dropbox. He asked if there were any errors or amendments members wanted, there were none.
 - 5.2. The Minutes were approved by majority as the new Council members abstained.
6. Communication of Council business to the membership.
 - 6.1. A discussion took place on how much information should be disclosed. The following was agreed:
 - 6.1.1. **Action: A Minute Taker would produce the full Minutes which would be distributed for approval by Council by the Honorary Secretary.**
 - 6.1.2. A public communication (not called Minutes) will be produced from the approved Minutes by Wendy. Wendy will only remove commercially sensitive, personal information. The March Minutes would be used as a trial.
 - 6.1.3. **Wendy will use track changes to show what text would be removed, this would be sent to Council for approval.**

Minutes of BSAC Council Meeting
The Jessop Suite, The Holiday Inn, Ellesmere Port
15th May 2016

- 6.2. Supplementary communication:
 - 6.2.1. Additional communication via SCUBA was discussed.
 - 6.2.2. Mary suggested 'Mary's Column' could be used by others, such as, the Chair, National Diving Officer, etc.
- 7. Insurance, looking forward.
 - 7.1. The next insurance period will commence on 1st June. Therefore, the topic was suspended, to be added to July's agenda.

Lunch 12:44 to 13:33.

- 8. Chief Executive Officer Report:
 - 8.1. DIVE 2016:
 - 8.1.1. Eaton Publishing has proposed a new agreement for the show. They are honouring the agreement from last year again for the Diving Conference.
 - 8.1.2. An increase in the budget for the show and the Diving Conference was requested by Mary. A breakdown of expected costs are to be provided for the July meeting.
 - 8.1.3. The National Diving Officer has a separate budget for the Diving Conference.
 - 8.2. Following the AGM and the reversal of 2015 motion 1, the Articles of Association would revert to 2011 version and would benefit from a major rewrite, taking guidance from Gateleys.
- 9. Code of Conduct for Council:
 - 9.1. Alex asked for feedback on the Code of Conduct:
 - 9.1.1. Janos felt some of the statements were not factual or properly supported by evidence, parts would be better placed in the Articles of Association. A discussion on the document's merits ensued.
 - 9.1.2. Further work was needed before the document could be taken further.
 - 9.1.3. **Alex suggested the work should be done in conjunction with the Articles of Association rewrite. This was agreed as the way forward.**
- 10. Officer Reports:
 - 10.1. Chairman:
 - 10.1.1. Alex drew members attention to the Chairman's report in Dropbox folder. There were no questions on the report.
 - 10.2. Vice Chairman:
 - 10.2.1. Nothing to report as Vice Chairman, all work involved IT and Strategy that have their own reports.
 - 10.3. National Diving Officer:
 - 10.3.1. The National Diving Officer was not present. Mary handed out copies of the Diving Conference programme for information.
 - 10.4. Honorary Treasurer:
 - 10.4.1. The Honorary Treasurer was not present and new in office. Alex highlighted aspects of the Management Accounts presentation prepared by the previous Honorary Treasurer.

Minutes of BSAC Council Meeting
The Jessop Suite, The Holiday Inn, Ellesmere Port
15th May 2016

- 10.4.2. Janos asked if it was possible to have the Management Accounts spreadsheet earlier so he has time to scrutinise the raw data. Alternatively, could the accounts from the previous month be used for discussions?
- 10.4.3. **Alex suggested queries and suggestions should be made to the new Honorary Treasurer for consideration with any changes she may be proposing to make.**
- 10.5. Honorary Secretary:
 - 10.5.1. Edward gave a quick summary of the last 2 days events in relation to AGM process.
- 11. Sub-committees (Groups):
 - 11.1. **The National Diving Officer was authorised to create a National Diving Committee (NDC).**
 - 11.2. BSAC Strategic Plan:
 - 11.2.1. Mary handed out copies of the BSAC Strategic Plan booklet containing the 2016 to 2020 plan.
 - 11.2.2. Wendy informed the meeting that a Business Analyst was starting Monday, 16th May (tomorrow) to streamline business practices and implement the new website.
 - 11.2.3. Janos expressed his concern the strategy booklet was not fully developed and should have further work done, i.e. providing budgets and measurement criteria, then re-presented to Council. Others felt the strategy had been in development too long and should be formally adopted or it would be 2017 and still not authorised.
 - 11.2.4. **Rachel proposed that the BSAC Strategy Plan as presented to Council be approved; Edward seconded.**
 - 11.2.5. **For = 6, Against = 1, Carried.**
 - 11.2.6. Janos stated in his opinion the strategy was, "*Not fit as a strategy without full costings and benefits*".
 - 11.2.7. It was agreed that the expanded data behind the policy booklet (the spreadsheet) will be fleshed out by July ready for Council to assign resource and priorities.
 - 11.3. Alex reminded all that in July members would be expected to participate in at least one project supporting the strategy.
- 12. Volunteer Management:
 - 12.1. Updated version 2.1 placed in the Council Dropbox, HQ still to input to the document.
 - 12.2. Dave informed the meeting he was going to a volunteer management course in London run by Talk Action and would report back.
- 13. Whistleblowing Policy:
 - 13.1. Edward presented the draft policy document.
 - 13.2. A number of members were concerned it didn't include volunteers or members.
 - 13.3. Janos suggested, supported by Davs, that the Vice Presidents might be a reporting route if concerns were with the Executive and the Chairman.
 - 13.4. **Action: Edward with HQ assistance would finalise the document ready for the July meeting.**

Minutes of BSAC Council Meeting
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15th May 2016

- 14. AOB:
 - 14.1. Tony felt that Harry should be thanked for his time managing the Jubilee Trust. Mary would see to it.
 - 14.2. Insurance wasn't in the group reports section so we went through it under AOB. Wendy informed Council the terms for the insurance renewal on 1st June were similar to this year; with no increase in premium at this stage.
- 15:05 Meeting closed.