



MINUTES OF THE BRITISH SHOW JUMPING ASSOCIATION'S ANNUAL GENERAL MEETING / EXTRAORDINARY GENERAL MEETING HELD AT 2.15PM ON MONDAY, 16TH AUGUST 2010 IN THE AVON LOUNGE, WARWICK COMPLEX, NATIONAL AGRICULTURAL CENTRE, STONELEIGH PARK, WARWICKSHIRE, CV8 2LR

Directors: Michael Mac - British Showjumping Chairman
Iain Graham - Chief Executive
Tim Forrest - Treasurer
Julia Biddle
David Broome, CBE
Diana Cornish
Liz Edgar
Susie Gibson
James Loffet
Jane Pelly
Johnnie Rowallan
Steven Smith
Tim Stockdale
Alan Tredwell
Julian Trim
Jane Twemlow
Clare Whitaker

Officials: Lis Astall - President
Keith Ainsworth - Solicitor – (Wright Hassall)
Mark Bullock - Auditor – (Murphy Salisbury)

80 members, staff and officials were in attendance.

Apologies were received from Katrina Moore, David Cole, William Funnell, Graham Hudson, Harvey Smith, Peter Allen, Roly Owers, Paul Rackham, Tony Bott, Joanna Gillespie, Sid Walpole, Diane Amies, Frank Hiorns, Gill Walker, Mike Sullivan and Walter Taylor.

1) To receive the Chairman's Statement and Report of the Executive Board (Directors) and the Audited Financial Statements for the year ended 31 December 2009.

The Chairman (Michael Mac) reported that the above mentioned statements had been available on the website for download and reference.

2) To reappoint the Auditors

Michael Seals proposed the reappointment of Murphy Salisbury as the Association's Auditors, this proposal was seconded by Richard Tesh and on a show of hands from the meeting the proposal was unanimously agreed.

3) To Authorise the Directors to agree the remuneration of the Auditors

The meeting unanimously agreed for the Directors to agree the remuneration of the Auditors, Murphy Salisbury.

4) To Appoint a President of the Association to hold office for two years with effect from 1st January 2011.

David Broome was proposed by Justin Tuff and seconded by John Tuff and Lis Astall, current president, was proposed by Michael Seals and seconded by Diana Cornish. After a show of hands from the meeting Lis Astall was re-elected with 33 votes to David's 14 votes.

5) To Pass the following Special Resolution:

"That the draft Articles of Association submitted to the meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association for and to the exclusion of all the existing Articles of the Association."

Diana Cornish, Former Chief Executive, addressed the meeting and explained the Board approached her to provide her reasons for her resignation which she did at a meeting in early May. She explained the main reason she was unable to continue as Chief Executive was due to the size of the current Executive Board.

Initially a Remuneration Committee was formed which included independent people, namely Lis Astall and Michael Seals, and it was suggested the best way to harness the skill from the current Executive Board was to form a Council and invite more members onto the council. The second proposal made to the Board was for all members of the Executive Board to make the startings of the Counsel to be formed. The third proposal was that a smaller skill based Board be created. The Executive Board unanimously agreed to the aforementioned proposals during their meeting in May. The Board asked the Remuneration Committee to provide a bit more detail on the structure and a further Board meeting was held in June and the original vote was ratified once again and again unanimously voted for the three proposals.

Iain Graham produced a PowerPoint Presentation to the meeting (Appendix 1) which briefly explained that the proposal was to move from an Executive Board

of 22 down to a skill based Board of 8. On the skill based Board of 8 there will be 3 employees of the Association, Chief Executive, Finance Director and the National Director of Sport. There will also be 5 member Directors elected onto the new Board (elected by members), two of whom, for reasons of continuity, the current Board had asked to carry out their duties until 2012, these two positions being the Performance Director (Clare Whitaker) and Chairman (Michael Mac).

It is proposed that the country will be split into 6 Regions plus Scotland, giving 7 areas of representation which will help British Showjumping to engage the knowledge and expertise required to move the sport forward. In a membership organisation Iain felt it was important that there was member representation in the stakeholder groups.

The Stakeholder groups will be represented by:

- National Riders
- International Riders
- Show Organisers
- Officials
- Coaches
- Owners / Volunteers

Each Region will have groups of 6 people who will be able to work with Area Representatives, Committees and members to raise any issues, ideas or proposals to the Sporting Council.

Tim Price felt the proposal had been hurried and suggested holding Area Meetings for the members to fully understand the proposal before putting before a further EGM in the early part of the following year. In response, Iain Graham felt there had been plenty of notification to the members and if British Showjumping deferred the matter any later, then elections would be unable to go ahead this year which meant wasted time in respect of moving the sport forward.

Peter Gillespie expressed his delight of the proposal being put forward, he reported that a similar proposal had been suggested in 2004 and was rejected and he felt disappointed that British Showjumping had lost 6 years of modern thinking and a system that would improve a declining sport. Peter Gillespie congratulated Diana Cornish for rekindling the idea and the people who had put the work into the strategy; he added that it was essential that the process needed to go ahead immediately.

John Tuff supported Peter Gillespie's comments but he had concerns not only from himself but a lot of members that he had spoken to regarding the proposal. He felt the proposal had been hurried through although it had been on the cards since 2004.

Mr Tuff's first concern was originally the Board was going to stand down in its

entirety, then a condensed press release was sent out which stated that two members of the Board would not stand down, he, therefore, felt that the whole thing was based on a lie as members were told the whole Board would be standing down.

Mr Tuff's second concern was that the whole proposal appeared to be hidden, he felt that once the document had been produced, a meeting for the Area Representatives should have been called to explain what the Association was intending to do so this could be relayed to the membership.

In response to Mr Tuff, Diana Cornish felt it was the one and only opportunity to put in a framework to be able to run the Association in the best interests for the members of the sport. Diana reported that the proposal had been talked about a lot and the Association had already lost another year to make changes. She added that if members don't choose to read the proposals then there isn't much that could be done, but British Showjumping gives them the opportunity to speak to the Board. The proposal put forward is a flexible framework and the Board are keen to push the sport forward in a way that it will flourish not only for the elite but also the grassroots members. Diana advised that although she had left as Chief Executive she would be supporting the proposal through until the end.

Tim Price said that he was for the proposal but wanted to clarify if the Association could afford the Development Officers and how much it was going to cost to implement and was there enough money to cover it for the next five years.

In response Tim Forrest explained that 2010 had been a tough year due to the recession and an expensive defence against the FEI in respect of Great Britain remaining in the Top Level Nations Cup, which cost in the region of £80K to win the case. It was reported the Association was currently up on budget and expectations for the end of the year was that it would be a break even situation. This will include payment to the Development Officers for the last quarter of 2010. He added that in terms of the Association's normal operating activities British Showjumping could afford the Regional Development Officers. Expectations in 2011 are that it will be another tough year but we need to look at the costs conservatively. The expected cost is £250K per year and this is something we can afford out of our normal operating income. Tim Forrest added that if in the next two years we have to support UK Showjumping more than we currently do, there is a Development Fund of £250K which is available to develop the UK sport as and when needed. Additionally, funds of approximately £1.7million are currently in long term investment. Tim added that he sincerely supported Diana Cornish in saying that it was the right way forward.

Michael Mac advised that British Dressage and British Eventing had both employed Development Officers for a number of years and they are highly successful and have increased membership in both disciplines.

Chris Parker from Oxfordshire asked Michael Mac to answer his question of in July 2009 a legal charge was registered at Companies House and secured against The Scope UK Open Showjumping Championships Ltd in the form of a debenture to the Royal Bank of Scotland and on this status The Royal Bank of Scotland possibly now own our National Showjumping Finals. Michael Mac was unaware of the statement but advised he would find out the answer for Mr Parker.

Danielle Elliott from Nottinghamshire asked if the Director's Salaries and Fees and the rechargeable costs which total around £161K will be taken into account with the additional £250K cost of Development Officers. Tim Forrest clarified that historically the Chief Executive had not been a Director and therefore in the accounts the remuneration of the Chief Executive was shown as part of salaries and since Diana Cornish was made a Director her remuneration and the remuneration of the current Chief Executive, Iain Graham, are shown as Directors Remuneration, therefore the salaries in general/admin have dropped by the corresponding amount.

Michael Seals from Derbyshire asked for clarification on the costs of the new structure and the net budgetary implications of the new Council and Board, which he understood to be minimal, and not to confuse it with £250K of Development Officers. He also asked for a brief indication of what the Chief Executive expects the Development Officers to achieve by way of increased membership and revenue for the organisation.

Tim Forrest replied there was very little change in the financial aspect of the new structure. The cost of meetings has dropped quite significantly and this has been replicated in the 2010 half year results. Under the new structure Committees will be replaced with Working Parties which will largely be unfunded.

Iain Graham advised the role of the Development Officers was to increase the Association's membership and participation in showjumping and engage our members and help retain them in the sport. They will also be working with Show Organisers/Centres in whatever way people need assistance with and they will also be working to develop and role out the training programmes which are currently not on offer in all parts of the country. Other areas they will be working with is to raise the profile of showjumping on a regional basis and interacting with the media and local radio as well as getting more interest from local television and also working hard to bring revenue into the Regions or the sport nationally in form of sponsorship and business partnerships.

Michael Mac reported that he had just made a telephone call to Jimmy Maguire in response to Chris Parker's question and Scope has recently moved to The Royal Bank of Scotland in the last twelve months and the only thing he believes it can be is there is a £25K limit working overdraft and he is not aware of anything else apart from that. Michael advised the meeting that anyone was

free to speak to Jimmy Maguire regarding the issue.

Simon Bates from Bedfordshire felt it was a very simple choice for the members and could not believe there were so many people not in favour of the proposed structure. He felt to move the structure where the members directly elect people onto the Board just seems to be the right way of moving forward. Simon also could see no reason for not carrying on with Clare Whitaker in charge of the International side of things when we are so close to an Olympic year.

John Tuff explained that the majority of his proxy votes are in favour of the idea but they are not in favour of the way it was put forward and the instructions he was given was that we trust the Board sufficiently to say we want to pass this back to you to reconsider a few items. John felt he had been treated unfairly as an Area Representative as he was given no information regarding the proposal beforehand. He also mentioned that nobody from Stoneleigh or the Board had telephoned him after seeing how many Proxy Votes he had to ensure he fully understood the proposal. Iain Graham pointed out that both he and Michael Mac had spent considerable time on the telephone to his Regional Representative answering questions and that he himself had phoned John Tuff the previous Friday and left a message on his mobile phone and he also telephoned his landline and was told he was out so John had had ample opportunity to call Iain back with any concerns.

Keith Ainsworth from Wright Hassall Solicitors addressed the meeting as to why the Chairman was put into the Articles of Association and what he advised the Executive Board at their meeting earlier in the day. It was explained that the Chairman was included in the Articles of Association so that the ability to appoint him for a four year term and have some continuity of management and set out that the position going forward will require appropriate skill level. The way it works under the new Articles of Association is that the current Chairman will continue for the remainder of his term which just happens to take it past the 2012 Olympic Games at which point his term is over and then the first election will take place. The election is conducted among the members not the Board and whoever the elected Chairman is will have a term of four years and they will be able to stand for re-election at the end of that term if they wish but then they can only be elected for a further four years. Keith Ainsworth pointed out that the Chairman had had no involvement in the Articles of Association as far as he was aware.

John Tuff reported that he wasn't sure whether he was in favour of the membership voting the posting of a Chairman onto the Board.

Diana Cornish reiterated the fact that Michael Mac had not been involved with the proposal. She explained that she attended two Board meetings where the Board voted for it very enthusiastically and since that date, apart from a long conversation with John Tuff, although he claimed nobody had talked to him about it, she had not had any contact with the Board or anything to do with

what is being proposed today.

Michael Mac explained that the proposed structure was being used in the BEF and Linda Whetstone was the BEF's Sporting Council's Chairman, who did an extremely good job for her term. The job of Chairman of the Sporting Council will be just as important as the Chairman of British Showjumping as they will be very influential in what goes on in the sport.

Alison Reynolds from Essex explained that she was an ordinary member whose daughter was competing at grassroots level consistently. She reported that she was very much in favour of the proposal but felt it was a mistake to assume British Showjumping members actually have good communication from Headquarters. Her only doubt after listening to the meeting so far was that she would like to see the whole Board resign but in the main she did support the proposal wholeheartedly.

Richard Tesh from Worcestershire advised, in principle, he supported the proposal but was concerned about the lack of communication with Area Representatives. Richard asked if the quorate had been met for the meeting to which he was advised it had. Richard also asked if the voting arrangements had to have a 75% majority vote, which he was also told was correct. Keith Ainsworth reported that any abstentions were ignored in the voting process and therefore the 75% majority was that of members who had voted.

In response to a question on how the Proxy votes were counted, Keith Ainsworth advised that the proxy forms were simply counted by however they had been completed. It was confirmed that as John Tuff's proxy votes had been left uncompleted as his members wanted John to decide how to vote, he would personally have to complete all of his proxy papers before the count could commence.

Tim Price asked if the meeting should have been an EGM not an AGM to change the constitution. Keith Ainsworth reported that Articles could be changed at an AGM and this had been confirmed by Companies Act.

Michael Mac reiterated how the whole proposal had been put forward to the Board and how they unanimously agreed to put the proposal to the AGM.

Danielle Elliott, Area Representative from Nottinghamshire, did not think that by holding a meeting in her Area would have had any different response to what she has from her members now. Members don't attend AGM's, they don't respond to emails or letters, all they want to do is compete and get on with their own life, they're not really bothered about the nitty gritty that goes on at an AGM. Danielle felt strongly that showjumping had got to progress and give the sport a figurehead and a vision why members would want to join British Showjumping.

Iain Graham reported that during the Executive Board meeting held before the

AGM, it was felt there were one or two amendments that needed making to the document:

- Where there is a third of the counsel resigning or losing office every year if we have a situation where two members have the same length of service there needs to be some provision on how to deal with the one that has to go and one that stays. This originally was based on age, which is standard in company articles, but it was felt preferable if it wasn't based on age distinction but instead it is based on lots being drawn by the Presidents.
- Where the appointment of Directors goes forward on the basis that the Board asks the members to provide people with certain specified skills, the nominees have to provide a CV setting out how they meet those skills. The original draft provided stated that if the Board felt that in any particular case of any nominee's CV did not demonstrate that, then it could be deferred to the President's council. This has now been changed and will be deferred to the Sporting Council.
- Nothing removes the rights of members to remove any individual Director or collectively the whole Board if they want to do so.

In response to John Tuff, Keith Ainsworth advised that in order to remove the whole Board, 10% of the membership need to requisition the general meeting and put forward to be passed as an ordinary resolution the requirement of whoever to cease to be Directors. The Directors to be removed have the right to make presentation/s to the meeting and then the members present at the meeting vote on it as an ordinary resolution.

Corinna Duncan noted that on the stakeholder groups Owner and Volunteers were linked into one part, her feeling was that Owners should be an individual representative on the council.

The meeting broke for a ten minute break.

Michael Mac congratulated all riders who contributed to Great Britain finishing third overall in the Meyden Nations Cup.

Michael Mac made an important point in that the vote taking place did not include voting on Development Officers.

Iain Graham reported at the last Executive Board meeting at the end of June, he put forward his request for Michael Mac and Clare Whitaker as Chairman and International Performance Director to remain in position until 2012 to allow the handover and keep the continuity for the new Board structure and then enable the Association to have a rolling programme of people coming on and off the Board. There has been a lot of change over the last three years, including three Chief Executives and Iain felt it was important to have some stability and that is why he proposed two key people to remain until 2012.

John Tuff still wasn't happy with the changes to the Constitution and didn't feel enough time had been given to clear the full implications of what has been proposed.

At this stage of the meeting members were asked to submit their vote on the voting slip provided to them and they were collected and counted by representatives from Murphy Salisbury (Auditors).

Whilst the count was taking place, the meeting moved onto Item 7 of the Agenda.

7) To receive the names of those newly elected to Honorary Life Membership.

The newly elected Honorary Life Members for 2010 were:

- *Diana Aimes*
- *Frank Hiorns*
- *Mike Sullivan*
- *Walter Taylor*
- *Gill Walker*

Unfortunately none of the above members could be at the AGM; therefore, arrangements were being made for their presentations to be awarded at suitable venues.

Citations for the above named were given to all members present at the meeting and these are also posted on British Showjumping's website.

8. To receive suggestions from members.

Judy Ross from Buckinghamshire felt there should be some kind of lower fee membership available to which Michael Mac agreed and Iain Graham advised that one of the working parties that he had already initiated was to look at membership categorisation.

Richard Tesh from Worcestershire advised that his Area had a British Novice Second Round in 2010 which attracted 30 starters; having looked through the statistics for this competition he thought the average number was 39 starters. Three years ago the average starter was 47. Michael Mac said that discussions were already underway to look at changing the structure.

Charley Nathan from Essex advised that she had had discussions with several members of staff in the office regarding the Riders Ranking List and how it doesn't show the true running of riders. She reported that riders could go abroad and jump a 1.05m Open for £200 and get ranking points whereas in England you could only get ranking points in classes of 1.30m or above. Therefore, many amateurs are going abroad to compete and getting right up on the ranking list but yet they've never jumped a 1.30m class. Clare Whitaker believed it was the amateur riders that were going on the Global Tour and getting the points. Liz Edgar reported that the matter was being looked at and had been for two years. It was reported that the IT Manager is currently

looking into this matter.

Alison Reynolds from Essex queried the Intro Leagues and reported that she had found out that they are not regional but national leagues. There are competitors out there who have no idea they can go into different regions and gain points in these leagues. She felt the message needed relaying to the membership.

Alison's second point was that the complaints procedures at show centres were very vague and at two show centres this year she had reason to complain and both show centres did not know what the complaints procedure was and to this day one of the complaints has not been resolved. These sort of issues are what will put people off becoming members of British Showjumping and competitors will just go elsewhere and unfortunately self destruct the show centres involved.

Alison's last point was that her family competed at lots of show centres in the south east and they are forever being told that the classes that grassroots competitors want cant be held because British Showjumping don't allow them to because there is another show on 65 miles away and therefore a conflict.

Iain Graham assured Alison that all the points she had made had been talked about internally. He explained the fixtures protocol was also being looked at currently.

Tim Price felt British Showjumping had lost credibility; he didn't believe there were any rules. He felt that the show and the Judges should be spoken to and highlight the fact that rules are there to be upheld. Tim explained that in the past he has taken a lot of stick for upholding the rules but if British Showjumping doesn't give the backing it's a waste of time.

Sara Pheasant from Sussex explained that as an Associate Judge she couldn't delegate how many clear round tickets a show secretary sells so the Judges might want to start on time but if there's still 20 people who have tickets to jump round the clear round what can they do.

A member from Yorkshire said the difference with Dressage was that they were only allowed to judge for a certain amount of time so they can only have a certain amount of entries. She felt Showjumping needed to have pre-entries only and stop entries on the day. She further added that a straight forward dress code was required as she felt it was going downhill.

5) The meeting referred back to Item 5 on the Agenda following the count of votes and it was reported that the total votes were:

- 93 votes for the proposal (58.1%)
- 67 votes against the proposal (41.9%)

With this result the resolution was not passed and Michael Mac felt it would be resubmitted at an EGM in the near future.

Judy Ross from Buckinghamshire suggested very strongly that before the proposal came back to an EGM that the Board use the Area Representatives to explain the system in more detail in order that they can spread the word to their members. It was agreed this would be done.

Danielle Elliott asked when the Development Officers would be announced to which Iain Graham advised that he would be in a position to say more in approximately 10 days time.

The meeting closed at 4.55pm





**THE
WAY
FORWARD**



EXECUTIVE BOARD OF 22



SKILL BASED BOARD OF 8



SPORTING COUNCIL

Six Regions plus Scotland

- Bringing together sporting knowledge & expertise
- Put forward and develop initiative for sport
- Input into future strategy of the organisation
- Representative of Stakeholder Groups



COMPOSITION

•SCOTLAND

•NORTHERN

Northumberland, Cumbria, Durham, North/East and South Yorkshire, Lancashire, Cheshire and Isle of Man

•WALES AND WEST MIDLANDS

Wales, Shropshire, Hereford, Worcestershire, Warwickshire and Staffordshire

•EAST MIDLANDS

Derbyshire, Nottinghamshire, Lincolnshire, Leicestershire, Rutland and Northants

•EAST

Norfolk, Suffolk, Essex, Cambridgeshire, Hunts, Bedfordshire, Herts and Middlesex

•SOUTH EAST

Oxfordshire, Buckinghamshire, Berkshire, Hampshire, Surrey, Sussex, Kent and Isle of Wight

•SOUTH WEST

Gloucestershire, Wiltshire, Dorset, Somerset, Devon and Cornwall



STAKEHOLDER GROUPS

- National Rider
- International Rider
- Show Organiser
- Official
- Coach
- Owner/Volunteer

